MARVEL
the AMAZING SPIDER-MAN®
THE COMPLETE BEN REILLY EPIC
BOOK 2

# the AMAZING SPIDER-MAN

## THE COMPLETE BEN REILLY EPIC

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# the AMAZING SPIDER-MAN

## THE COMPLETE BEN REILLY EPIC

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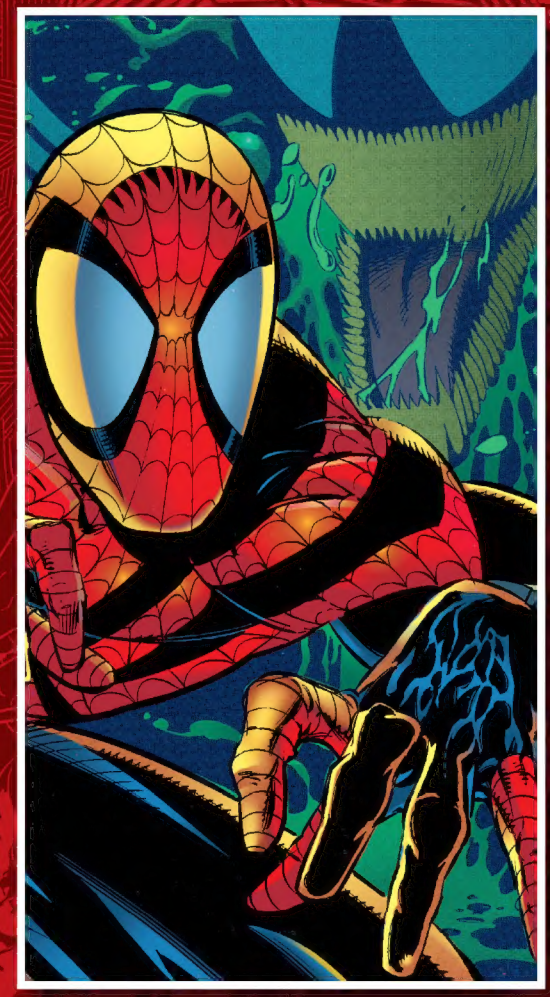
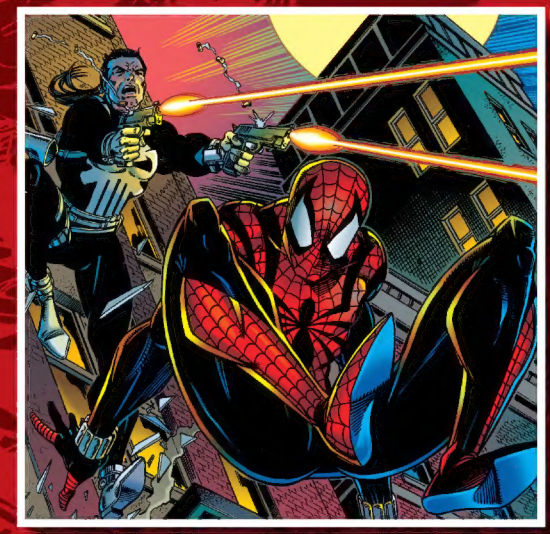




THE RETURN OF...
THE AMAZING
SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
JAN • 407
MARVEL
SPIDER-MAN GROUP
BAGLEY & MAHLSTEDT
SAND TRAP!

HIS GIVEN NAME IS **PETER PARKER.** WHILE IN HIGH SCHOOL HE WAS BITTEN BY A RADIOACTIVE SPIDER AND ENDOWED WITH AMAZING POWERS, WHICH HE HAS SINCE USED TO PROTECT THE INNOCENT AND BATTLE EVIL. NOW HE CALLS HIMSELF **DEN REILLY,** AND, AS A COSTUMED CRIMEFIGHTER, HE CONTINUES HIS CRUSADE... FOR HE UNDERSTANDS THAT WITH GREAT POWER COMES GREAT RESPONSIBILITY!
**STAN LEE PRESENTS: THE AMAZING SPIDER-MAN!**

FINAL

DAILY BUGLE

THE PICTURE NEWSPAPER

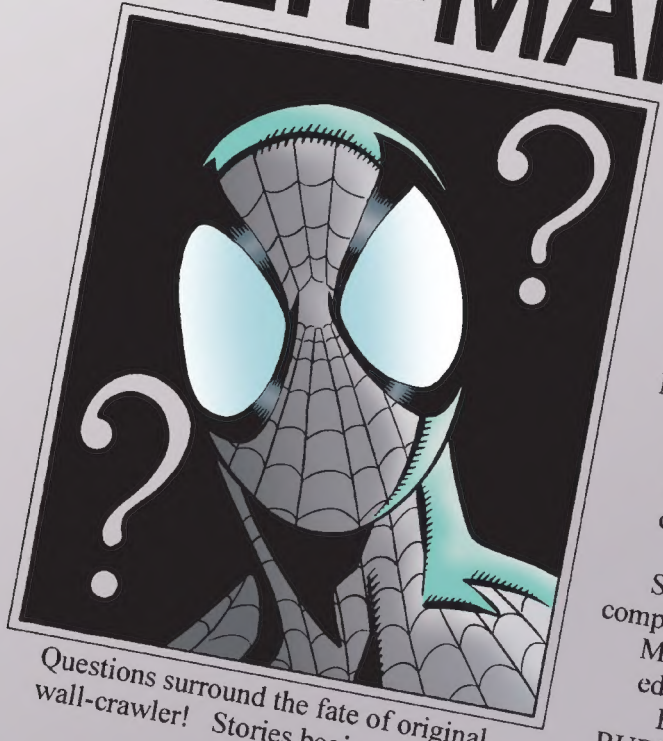
50¢

Partly cloudy, chance of snow. High 25-30. Details p. 2

I'M A LITTLE DISAPPOINTED WITH THIS FRONT PAGE, JOE.

THE HEADLINE'S A REAL GRABBER, BUT THIS GRAPHIC DOESN'T REALLY JUMP OUT AT ME.

# WHATEVER HAPPENED TO SPIDER-MAN?!?



Questions surround the fate of original wall-crawler! Stories begin on page 3.

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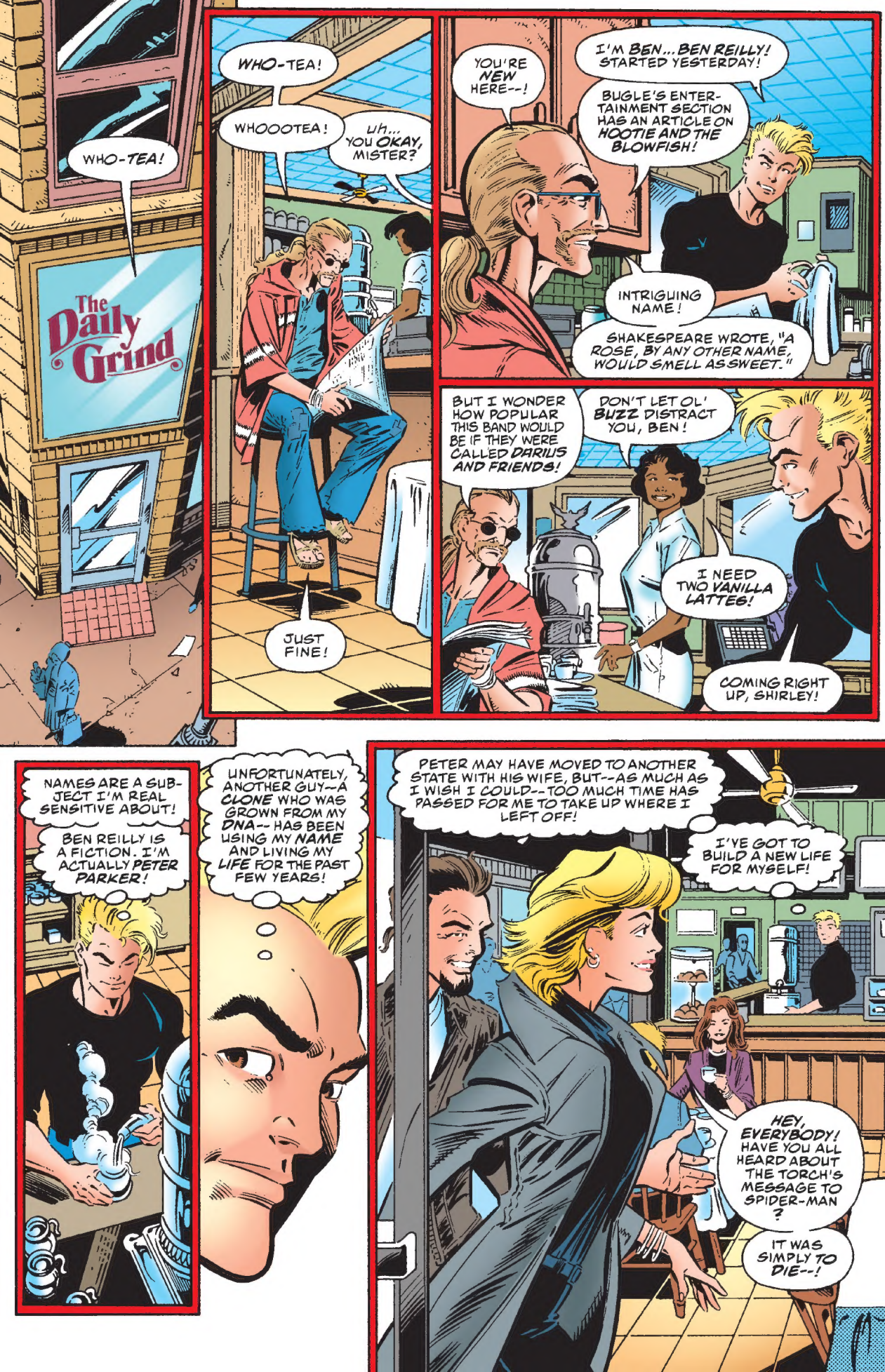
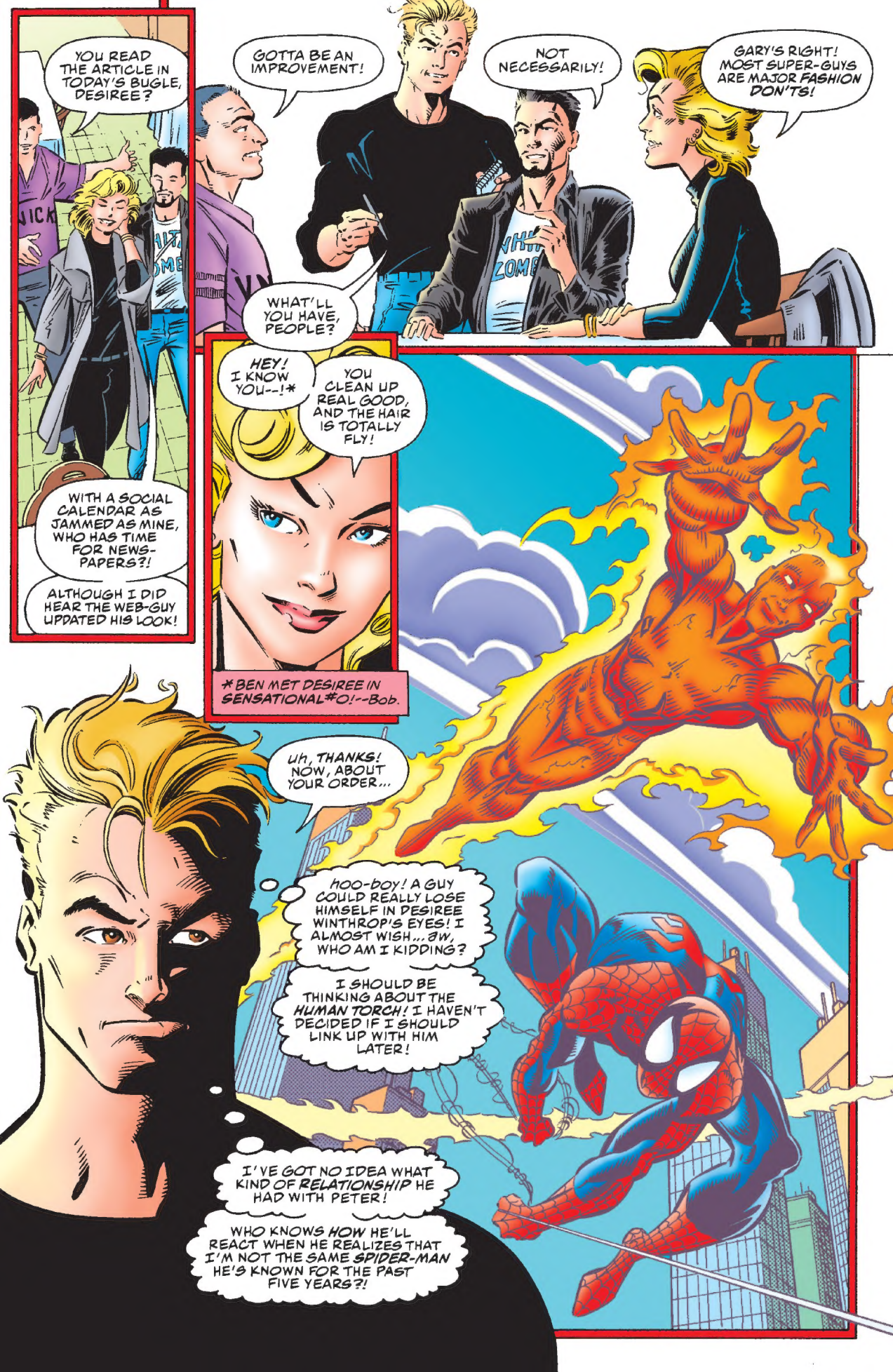
# BLASTS FROM THE PAST!

FRANKLY, I'M SURPRISED YOU DIDN'T PULL ONE OF PARKER'S OLD ACTION SHOTS OUT OF THE FILES!
SPEAKING OF PARKER, YOU HEAR ANYTHING SINCE HE AND HIS WIFE WENT OFF TO HAVE THEIR BABY?
GOD...
WHAT A REVOLTING THOUGHT!
IT'S A REAL POSSIBILITY! AFTER ALL, THE ORIGINAL GUY DISAPPEARED A FEW WEEKS AGO!
WASN'T HE RECENTLY SIGHTED IN PORTLAND, OREGON?
UNCONFIRMED! BUT WE DO KNOW SOMEBODY WEARING A NEW VERSION OF HIS COSTUME WAS SPOTTED NEAR CENTENNIAL UNIVERSITY LAST WEEK!
MAYBE HE JUST GOT TIRED OF THE OLD SUIT...
I CERTAINLY HAD ENOUGH OF IT!
WHAT ARE YOU DOING--?!
I THOUGHT YOU SWORE OFF CIGARS!
NOT A WORD.
DAILY BUGLE
harumphh;
I... DID!
I GUESS SOME OLD HABITS ARE HARD TO BREAK.
YEAH! THEY'RE A LOT LIKE OLD PREJUDICES!
WHAT'S YOUR OPINION ON THIS LEAD STORY, JONAH?
DO YOU REALLY THINK THERE'S A NEW SPIDER-MAN IN TOWN?
HEY, JONAH! TAKE A LOOK OUT THIS WINDOW!
IT LOOKS LIKE OUR HEADLINE STRUCK A NERVE--

"--AND WE'RE NOT THE ONLY ONES CURIOUS ABOUT SPIDER-MAN'S CURRENT SITUATION!"
THE STREETS ARE PRACTICALLY BOILING OVER WITH WILD AND CRAZY RUMORS ABOUT MY OL' WEB-HEADED HOMEBOY!
MAYBE SPIDEY AND I HAVEN'T EXACTLY BEEN THE BEST OF BUDS OVER THE YEARS, BUT HE RECENTLY CAME THROUGH FOR ME...*
*AS SHOWN IN SPIDER-MAN UNLIMITED #5.
IT'S TIME I RETURNED THE FAVOR!
I OWE IT TO HIM TO LEARN WHAT'S REALLY GOING ON!
IS HE MERELY TRYING TO UPDATE HIS LOOK... OR HAS SOMEONE ELSE COPPED HIS GIG?!
SPIDEY'S USUAL PLACE AT 6:00
IF HE'S ANYWHERE NEAR MANHATTAN, HE'S BOUND TO SEE OR HEAR ABOUT MY FLAMING INVITATION--
--AND ONLY THE REAL SPIDER-MAN WILL KNOW THE LOCATION OF OUR REGULAR MEETING SITE!
DAILY BUGLE


WHO-TEA!
The Daily Grind
WHO-TEA!
WHOOOTEA!
UH... YOU OKAY, MISTER?
JUST FINE!
YOU'RE NEW HERE--!
I'M BEN... BEN REILLY! STARTED YESTERDAY!
BUGLE'S ENTERTAINMENT SECTION HAS AN ARTICLE ON HOOTIE AND THE BLOWFISH!
INTRIGUING NAME!
SHAKESPEARE WROTE, "A ROSE, BY ANY OTHER NAME, WOULD SMELL AS SWEET."
BUT I WONDER HOW POPULAR THIS BAND WOULD BE IF THEY WERE CALLED DARIUS AND FRIENDS!
DON'T LET OL' BUZZ DISTRACT YOU, BEN!
I NEED TWO VANILLA LATTES!
COMING RIGHT UP, SHIRLEY!
NAMES ARE A SUBJECT I'M REAL SENSITIVE ABOUT!
BEN REILLY IS A FICTION. I'M ACTUALLY PETER PARKER!
UNFORTUNATELY, ANOTHER GUY--A CLONE WHO WAS GROWN FROM MY DNA-- HAS BEEN USING MY NAME AND LIVING MY LIFE FOR THE PAST FEW YEARS!
PETER MAY HAVE MOVED TO ANOTHER STATE WITH HIS WIFE, BUT--AS MUCH AS I WISH I COULD--TOO MUCH TIME HAS PASSED FOR ME TO TAKE UP WHERE I LEFT OFF!
I'VE GOT TO BUILD A NEW LIFE FOR MYSELF!
HEY, EVERYBODY! HAVE YOU ALL HEARD ABOUT THE TORCH'S MESSAGE TO SPIDER-MAN?
IT WAS SIMPLY TO DIE--!


YOU READ THE ARTICLE IN TODAY'S BUGLE, DESIREE?
WITH A SOCIAL CALENDAR AS JAMMED AS MINE, WHO HAS TIME FOR NEWS-PAPERS?!
ALTHOUGH I DID HEAR THE WEB-GUY UPDATED HIS LOOK!
GOTTA BE AN IMPROVEMENT!
NOT NECESSARILY!
GARY'S RIGHT! MOST SUPER-GUYS ARE MAJOR FASHION DON'TS!
WHAT'LL YOU HAVE, PEOPLE?
HEY! I KNOW YOU--!*
YOU CLEAN UP REAL GOOD, AND THE HAIR IS TOTALLY FLY!
*BEN MET DESIREE IN SENSATIONAL #0!--Bob.
UH, THANKS! NOW, ABOUT YOUR ORDER...
WHOO-BOY! A GUY COULD REALLY LOSE HIMSELF IN DESIREE WINTHROP'S EYES! I ALMOST WISH... AW, WHO AM I KIDDING?
I SHOULD BE THINKING ABOUT THE HUMAN TORCH! I HAVEN'T DECIDED IF I SHOULD LINK UP WITH HIM LATER!
I'VE GOT NO IDEA WHAT KIND OF RELATIONSHIP HE HAD WITH PETER!
WHO KNOWS HOW HE'LL REACT WHEN HE REALIZES THAT I'M NOT THE SAME SPIDER-MAN HE'S KNOWN FOR THE PAST FIVE YEARS?!

AT THAT VERY MOMENT, AT THE EAST 53rd STREET ADDRESS OF THE SYMKARIAN EMBASSY...
THE AMBASSADOR INFORMS ME THAT OUR NEW RECRUITS HAVE ARRIVED--
--AND THEY HAVE ALREADY REPORTED TO THE GYM!
SWELL!
I GUESS YOU WANT ME TO RUN A STANDARD ENDURANCE TEST.
ANY SPECIAL INSTRUCTIONS--?
GO EASY ON THEM. THEY'RE NEW TO FIELD WORK.
GOTCHA!
AND SO, SHORTLY...
WELCOME TO AMERICA... AND THE WILD PACK!
AS YOU ALL KNOW, SILVER SABLE INCORPORATED IS SYMKARIA'S MAJOR INDUSTRY!
OUR SECURITY SERVICES ARE IN DEMAND AROUND THE ENTIRE WORLD!
YOU CITIZENS HAVE ALL WORKED HARD FOR A PLACE ON THIS TEAM!
A FIELD ASSIGNMENT IS AN HONOR... A PRIVILEGE... NOT A BIRTHRIGHT!
YOU MUST CONSTANTLY PROVE THAT YOU ARE THE VERY BEST SYMKARIA HAS TO OFFER!
YOU MUST BE STRONG, COURAGEOUS AND VIGILANT!
AN ATTACK COULD COME AT ANY TIME--

--AND FROM ANY QUARTER!
PWA-DUFF!
WE'RE AT FIVE SECONDS, PEOPLE...
PWAKK!
IT'S TEN...
SPWAAT!
AND CLOSING ON FIFTEEN...
PWOOM!
KILL THE CLOCK!
YOU GUYS DID OKAY FOR YOUR FIRST TIME OUT!
UH... THANKS!
MY PLEASURE!
I'M SURE...!

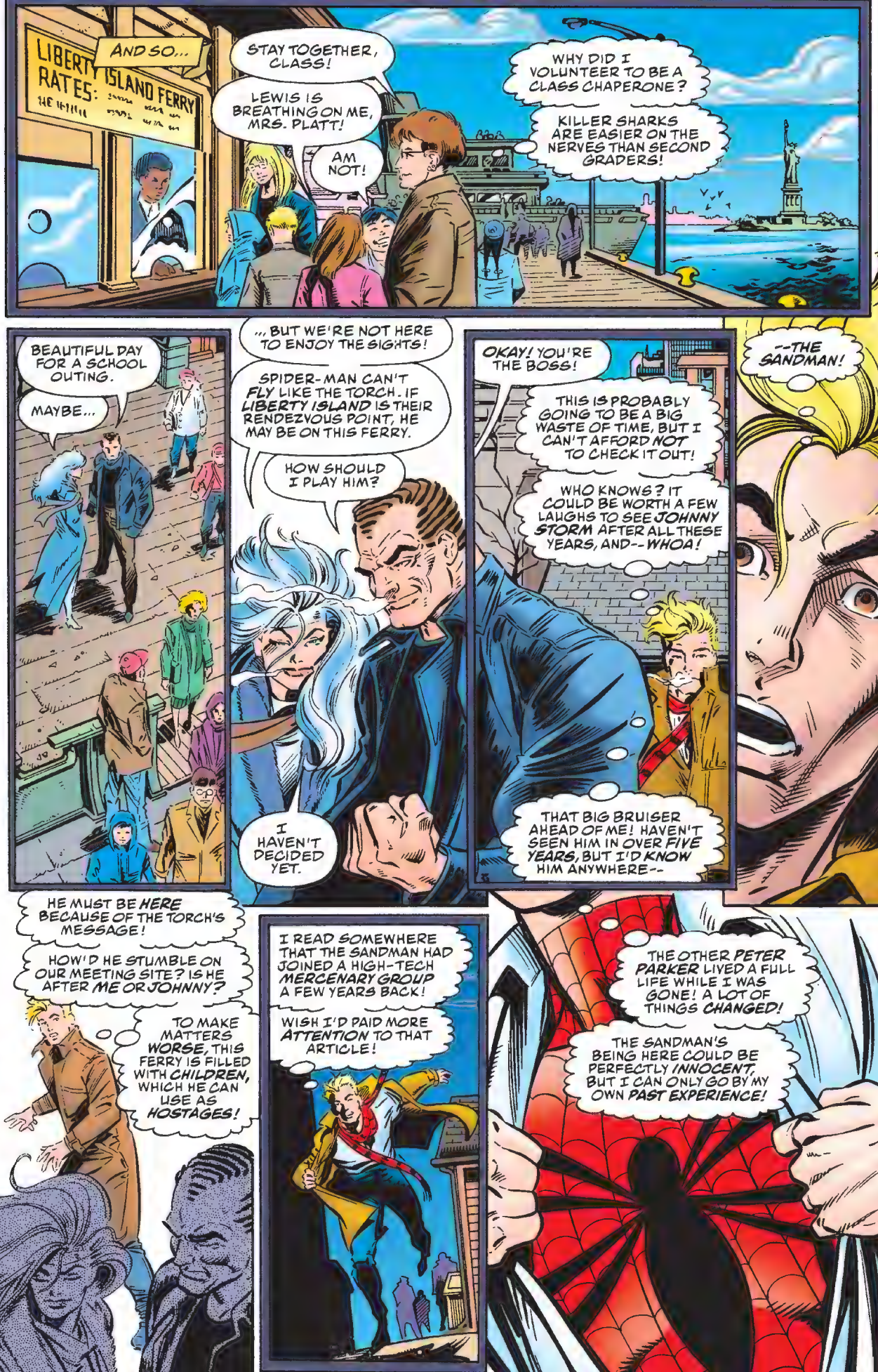
THIS GROUP SHOWS REAL POTENTIAL, SILVER!
I SAW. FIFTEEN SECONDS! HOW LONG BEFORE THEY LAST TWENTY?
GIMME A WEEK--MAYBE TWO--TA HARDEN 'EM UP!
DAILY-BUGLE
WHATEVER HAPPENED TO SPIDER-MAN?
HAVE YOU SEEN TODAY'S DAILY BUGLE?
THE LEAD STORY COULD BE A STUNT BY JAMESON TO BOLSTER HIS SAGGING CIRCULATION.
STILL, I'M TEMPTED TO INVESTIGATE...
YER KIDDIN'! I THOUGHT WE DIDN'T DO FREEBIES!
WE DON'T!
THIS COMES UNDER THE HEADING OF RESEARCH AND DEVELOPMENT!
THOUGH HE WAS NOT ONE OF OUR REGULAR FREE-LANCERS, THE OLD SPIDER-MAN OFTEN PROVED A USEFUL ALLY.
IT BEHOOVES US TO LEARN IF HE HAS, INDEED, BEEN REPLACED.
I HOPE YOU AIN'T PLANNIN' TA RUN AN ENDURANCE TEST ON HIM!
ME? DON'T BE SILLY!
THAT'S YOUR JOB!
THUS, SOMETIME LATER...
ALMOST SIX O'CLOCK! TIME TO RENDEZVOUS WITH THE OL' WEBHEAD!
I JUST HOPE HE SHOWS!
BOY! I'M GOING TO FEEL LIKE A REAL JERK IF THIS NEW COSTUME JAZZ IS JUST SOME CRUMMY ATTEMPT AT SOME FREE PUBLICITY!

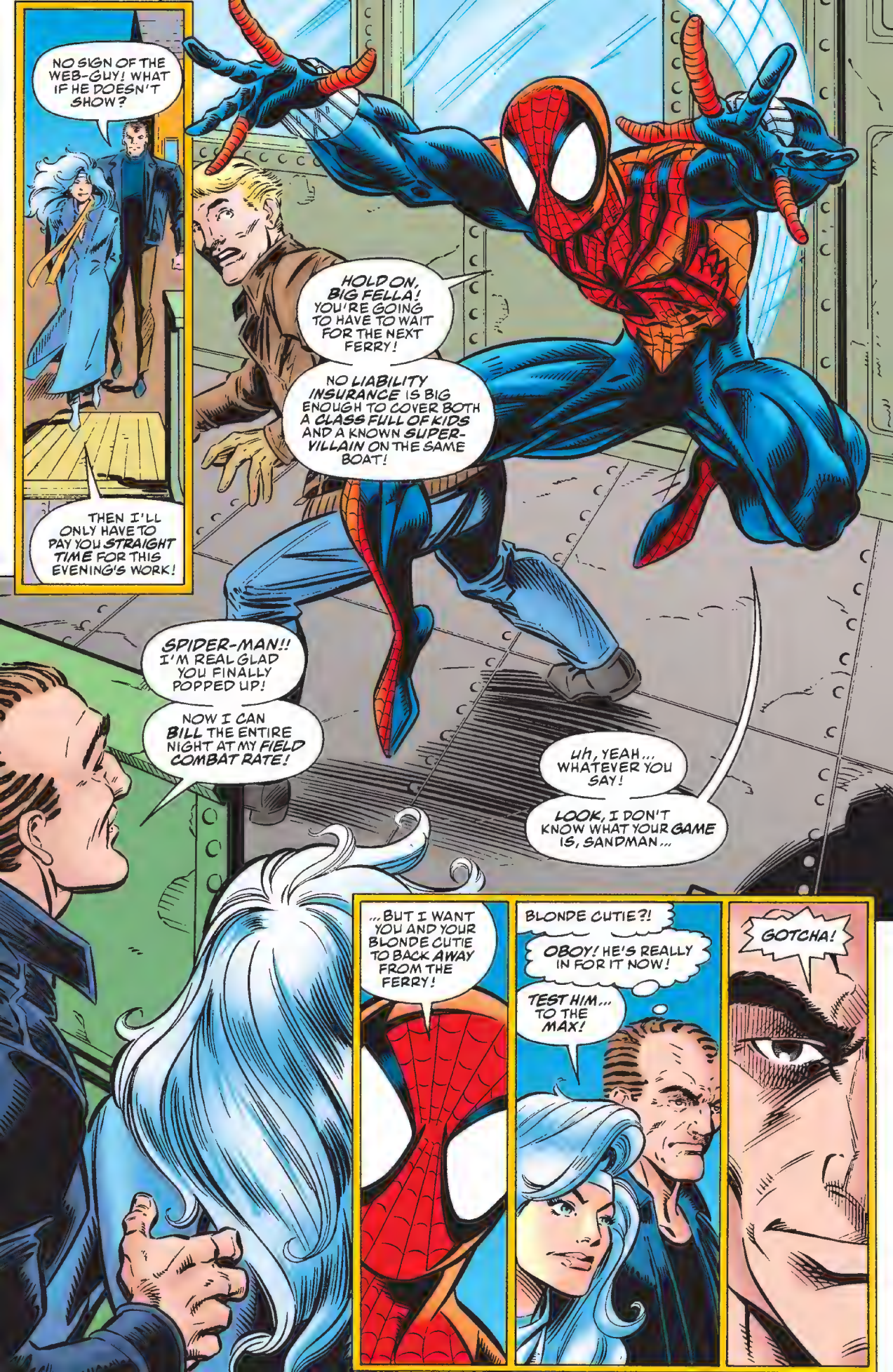
AGENT 14 TO SYMKARIA ONE! I AM TRACKING THE HUMAN TORCH!
HE IS CURRENTLY MOVING TO THE WEST...IN THE DIRECTION OF AGENT 27!
I GOT HIM, AGENT 14--
--AND HIS FINAL DESTINATION APPEARS TO BE THE STATUE OF LIBERTY!
BUT, EVEN AS THIS CRITICAL BIT OF INFORMATION IS QUICKLY RELAYED TO SILVER SABLE...
HI-HO, FLAME-BRAIN! THERE'S NO NEED TO BURN UP THE SKIES FOR LITTLE OL' ME!
SPIDER-MAN! I SEE YOU GOT MY MESSAGE!
WHO COULD MISS IT? YOU'VE GOT ABOUT THE WORST CASE OF SUBTLETY DEFICIT DISORDER I'VE EVER SEEN!
WHAT'S THE BIG EMERGENCY?
I'VE RECENTLY LEARNED THAT YOU ARE IN SERIOUS DANGER!
SOMEONE INTENDS TO KILL YOU!
REALLY?
YOU GOT ANY IDEA WHO--?

AS A MATTER OF FACT, I DO--!
LIKE EVERYONE ELSE IN THIS GREAT CITY, I HATE YOU!
YOU'RE NOTHING BUT AN INSUFFERABLE INSECT! A WALL-CRAWLING FREAK!
YOU'RE TOO FAST! TOO STRONG AND AGILE!
I COULDN'T RISK GIVING YOU A FIGHTING CHANCE, SO I DELIBERATELY LURED YOU UP HERE WHERE I HAD THE ADVANTAGE!
YOU ARE TOAST, MY FRIEND! YOU CAN'T POSSIBLY AVOID MY DEADLY FLAME!
AARGHH!
NIGHTY-NIGHT, PEABRAIN!
IT'S A LOOOONG WAY TO THE GROUND--
--AND IT'S THE LAST TRIP YOU'LL EVER MAKE!
HA-HA-HA!
NOT BAD! NOT BAD AT ALL!
ALTHOUGH I SUPPOSE THE DIALOGUE COULD USE SOME SHARPENING!

SUCH A PITY IT WASN'T REAL!
THE DIGITAL IMAGERY TRANSMISSION CHIP WHICH ARMADA RECENTLY APPROPRIATED FOR ME*... IS FAR MORE EFFECTIVE THAN I EVER DARED DREAM!
IN A MANNER WHICH WOULD BOGGLE THE MIND OF A LESSER INTELLECT, IT CONVERTS BRAIN WAVES INTO DIGITIZED SIGNALS WHICH ANY NORMAL TELEVISION CAN TRANSLATE INTO SOUND AND PICTURES!
I CAN CREATE INSTANT PROGRAMMING! USING MY OWN THOUGHTS! MY OWN FANTASIES!
WRITERS! ACTORS! SETS! AND COSTLY PRODUCTION FACILITIES WILL HAVE BECOME OBSOLETE!
I CAN LITERALLY CREATE AND SUPPLY A COMPLETE TELEVISION NETWORK WITH THE POWER OF MY OWN MIND!
IN THIS AGE OF INFORMATION...
...THE GREATEST POWER BELONGS TO WHOEVER RULES THE AIRWAVES!
AND SOON-- VERY SOON-- THAT SHALL BE MYSTERIO!
AND I WILL CELEBRATE BY ACHIEVING A LONG-CHERISHED DREAM...
...THE TOTAL DESTRUCTION OF SPIDER-MAN!
*SEE SENSATIONAL SPIDER-MAN #0 FOR DETAILS--Bob.

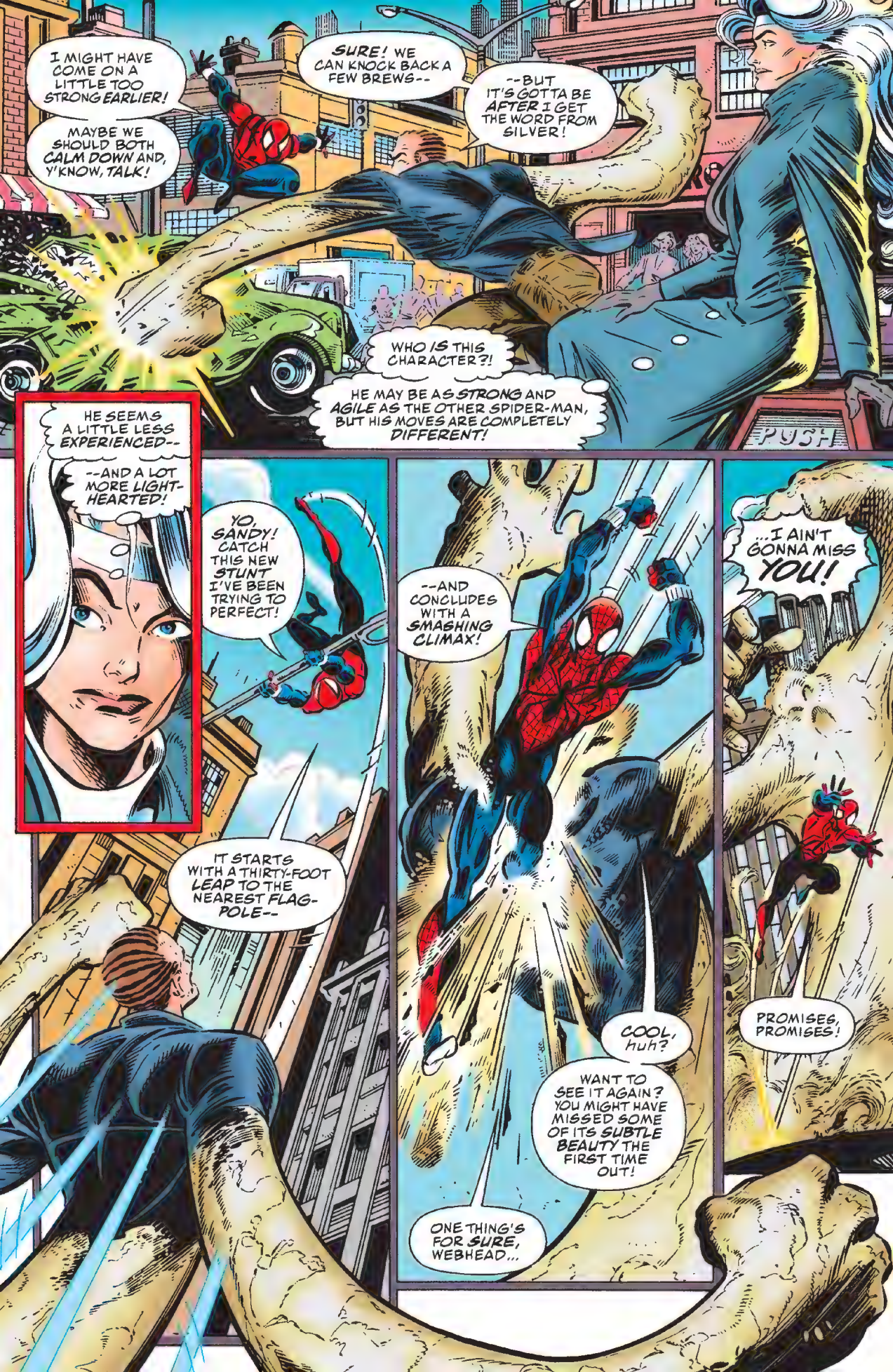
I FLUFFED YOUR PILLOW AND STRAIGHTENED YOUR BLANKET!
THERE! I HOPE YOU FEEL BETTER!
CAN YOU HEAR ME, SEWARD? DO YOU EVEN KNOW I'M HERE?
WHERE ARE YOU, MAN? IS YOUR MIND STILL WANDERING THROUGH CYBER-SPACE?
YOU GOTTA WAKE UP! YOU JUST GOTTA! THE LONGER YOU REMAIN IN THIS COMA, THE LESS CHANCE YOU HAVE OF EVER REGAINING THE FULL USE OF YOUR BODY!
I... I'LL STOP IN AGAIN TOMORROW, PAL!
WHAT A LIFE! I HAVE A FAKE NAME, A DEAD-END JOB, AND MY ONLY FRIEND IS IN A COMA!
I GUESS THINGS COULD ALWAYS BE WORSE!
FOR ME... THEY USUALLY ARE!
AT LEAST I CAN TAKE SOME COMFORT IN THE FACT THAT I KNOW WHO I REALLY AM!
OKAY! I HAVE THE WHOLE EVENING AHEAD OF ME... WHAT SHOULD I DO?
TRY TO GET A LINE ON THAT MISSING TECHNOLOGY WHICH ARMADA RECENTLY RIPPED OFF?
FIND A DECENT APARTMENT?
CATCH A MOVIE?
WHIP UP SOME MORE WEB FLUID?
HAVE A LEISURELY DINNER?
OR, ENJOY A NIGHT OUT WITH A CERTAIN FLAME-COVERED CLOWN?

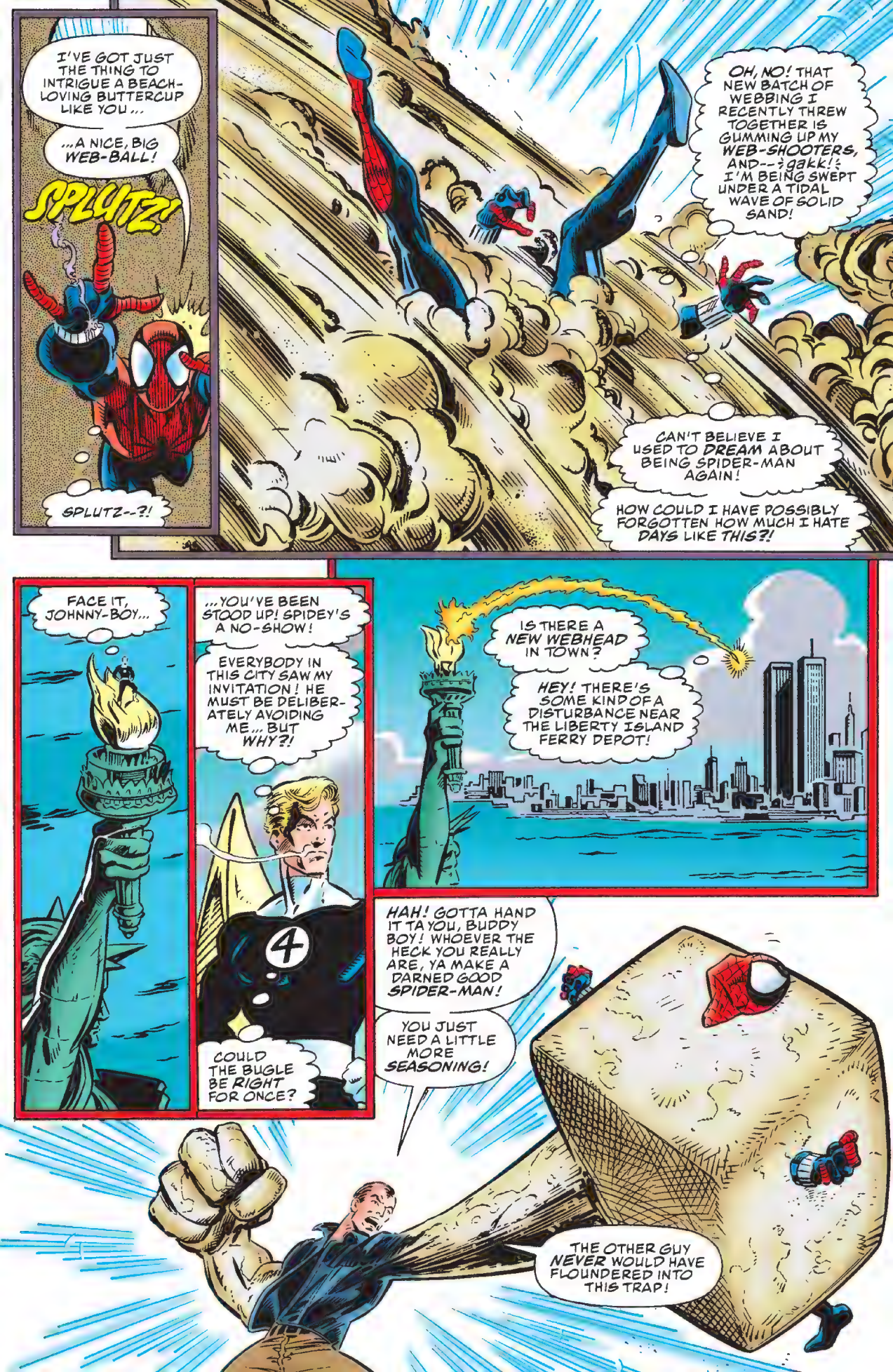

AND SO...
LIBERTY ISLAND FERRY
RATES:
STAY TOGETHER, CLASS!
LEWIS IS BREATHING ON ME, MRS. PLATT!
AM NOT!
WHY DID I VOLUNTEER TO BE A CLASS CHAPERONE?
KILLER SHARKS ARE EASIER ON THE NERVES THAN SECOND GRADERS!
BEAUTIFUL DAY FOR A SCHOOL OUTING.
MAYBE...
...BUT WE'RE NOT HERE TO ENJOY THE SIGHTS!
SPIDER-MAN CAN'T FLY LIKE THE TORCH. IF LIBERTY ISLAND IS THEIR RENDEZVOUS POINT, HE MAY BE ON THIS FERRY.
HOW SHOULD I PLAY HIM?
I HAVEN'T DECIDED YET.
OKAY! YOU'RE THE BOSS!
THIS IS PROBABLY GOING TO BE A BIG WASTE OF TIME, BUT I CAN'T AFFORD NOT TO CHECK IT OUT!
WHO KNOWS? IT COULD BE WORTH A FEW LAUGHS TO SEE JOHNNY STORM AFTER ALL THESE YEARS, AND--WHOA!
THAT BIG BRUISER AHEAD OF ME! HAVEN'T SEEN HIM IN OVER FIVE YEARS, BUT I'D KNOW HIM ANYWHERE--
--THE SANDMAN!
HE MUST BE HERE BECAUSE OF THE TORCH'S MESSAGE!
HOW'D HE STUMBLE ON OUR MEETING SITE? IS HE AFTER ME OR JOHNNY?
TO MAKE MATTERS WORSE, THIS FERRY IS FILLED WITH CHILDREN, WHICH HE CAN USE AS HOSTAGES!
I READ SOMEWHERE THAT THE SANDMAN HAD JOINED A HIGH-TECH MERCENARY GROUP A FEW YEARS BACK!
WISH I'D PAID MORE ATTENTION TO THAT ARTICLE!
THE OTHER PETER PARKER LIVED A FULL LIFE WHILE I WAS GONE! A LOT OF THINGS CHANGED!
THE SANDMAN'S BEING HERE COULD BE PERFECTLY INNOCENT. BUT I CAN ONLY GO BY MY OWN PAST EXPERIENCE!


NO SIGN OF THE WEB-GUY! WHAT IF HE DOESN'T SHOW?
THEN I'LL ONLY HAVE TO PAY YOU STRAIGHT TIME FOR THIS EVENING'S WORK!
HOLD ON, BIG FELLA! YOU'RE GOING TO HAVE TO WAIT FOR THE NEXT FERRY!
NO LIABILITY INSURANCE IS BIG ENOUGH TO COVER BOTH A CLASS FULL OF KIDS AND A KNOWN SUPER-VILLAIN ON THE SAME BOAT!
SPIDER-MAN!! I'M REAL GLAD YOU FINALLY POPPED UP!
NOW I CAN BILL THE ENTIRE NIGHT AT MY FIELD COMBAT RATE!
UH, YEAH... WHATEVER YOU SAY!
LOOK, I DON'T KNOW WHAT YOUR GAME IS, SANDMAN...
...BUT I WANT YOU AND YOUR BLONDE CUTIE TO BACK AWAY FROM THE FERRY!
BLONDE CUTIE?!
OBOY! HE'S REALLY IN FOR IT NOW!
TEST HIM... TO THE MAX!
GOTCHA!

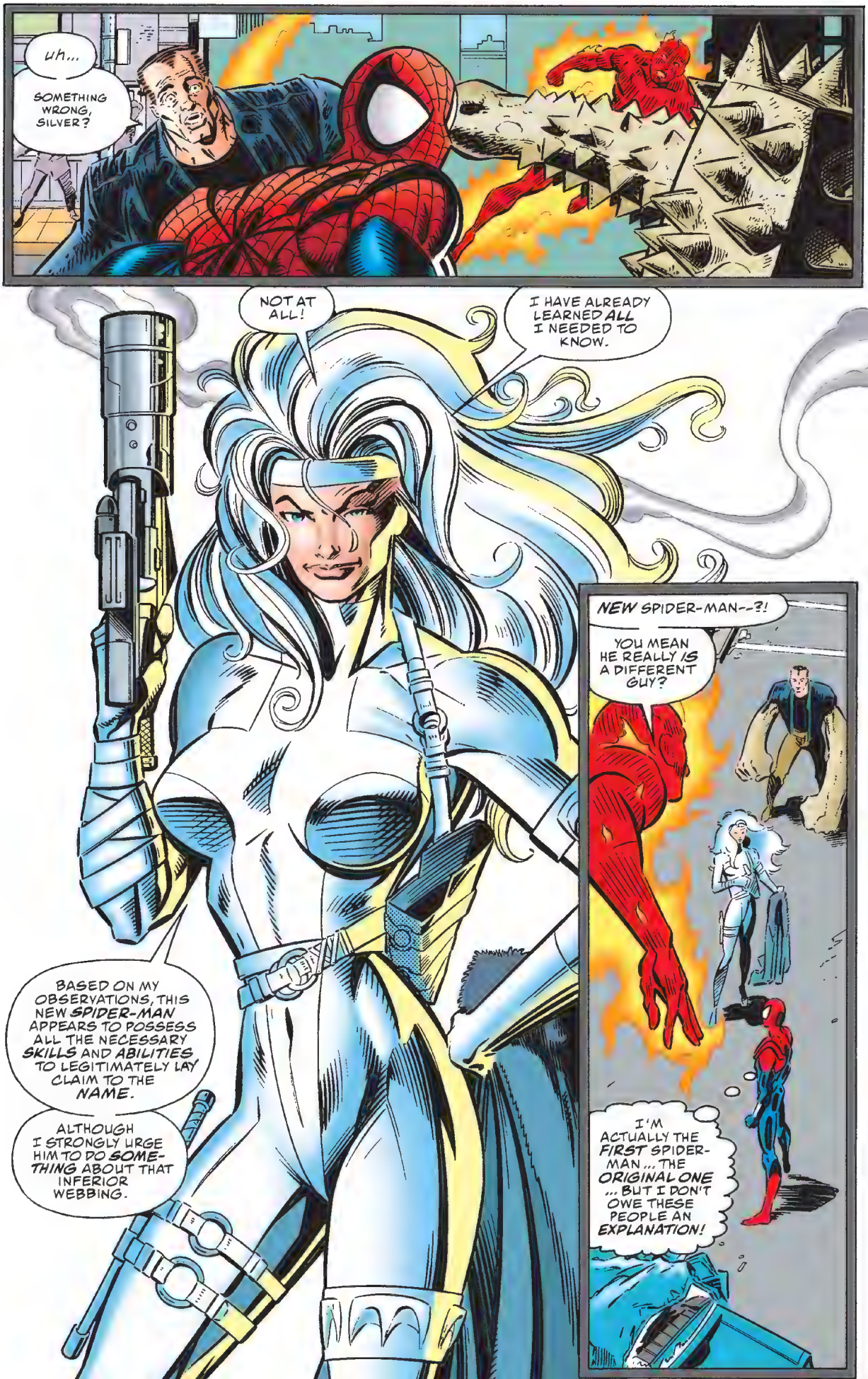
YOU TRYIN' TA COMMIT SUICIDE, WEBS? WHERE ARE YOUR BLASTED MANNERS?!
EVEN DOCTOR DOOM TREATS SILVER SABLE WITH MORE RESPECT!
SILVER SABLE?! I THOUGHT SHE LOOKED FAMILIAR! I ONCE SAW HER ON LETTERMAN!
SHE'S SOME KIND OF INTERNATIONAL BOUNTY HUNTER!
DID SOMEONE HIRE HER AND THE SANDMAN? SOMEONE LIKE ARMADA... OR HIS MYSTERIOUS EMPLOYER?!
HECK! WITH MY LUCK, THE SUSPECTS COULD RANGE ALL THE WAY FROM THE NEW DOC OCK TO BARNEY, THE PURPLE DINOSAUR!
AT LEAST I'VE MANAGED TO LURE SANDY AWAY FROM THE KIDS! NOW ALL I HAVE TO DO IS FIND A WAY TO KEEP HIM FROM REARRANGING MY EVER-ADORABLE FACE!
YEAH... THAT'S ALL!

MEANWHILE, ACROSS TOWN, AT CENTENNIAL UNIVERSITY...
WHAT DO YOU THINK, AMINIQUE?
THESE STILLS ARE TOTALLY FANTABULOUS, JESSICA! I'LL BET YOU'RE THE ONLY PHOTO-BIRD IN THE ENTIRE CITY WHO'S MANAGED TO SNAP THE NEW SPIDER-MAN!
MAYBE YOU SHOULD CONSIDER PULLING A... WHAT IS HIS NAME? THE GUY WHO'S ALWAYS BYLINING THE SPIDER-SHOTS FOR THE DAILY BUGLE--?
BINGO! HE SCORES BUCKS OFF HIS CAMERA FOR SPIDER-MAN SHOTS! WHY SHOULDN'T YOU?
YOU MEAN PARKER... PETER PARKER?!


I MIGHT HAVE COME ON A LITTLE TOO STRONG EARLIER!
MAYBE WE SHOULD BOTH CALM DOWN AND, Y'KNOW, TALK!
SURE! WE CAN KNOCK BACK A FEW BREWS--
--BUT IT'S GOTTA BE AFTER I GET THE WORD FROM SILVER!
WHO IS THIS CHARACTER?!
HE MAY BE AS STRONG AND AGILE AS THE OTHER SPIDER-MAN, BUT HIS MOVES ARE COMPLETELY DIFFERENT!
PUSH
HE SEEMS A LITTLE LESS EXPERIENCED--
--AND A LOT MORE LIGHT-HEARTED!
YO, SANDY! CATCH THIS NEW STUNT I'VE BEEN TRYING TO PERFECT!
IT STARTS WITH A THIRTY-FOOT LEAP TO THE NEAREST FLAG-POLE--
--AND CONCLUDES WITH A SMASHING CLIMAX!
...I AIN'T GONNA MISS YOU!
PROMISES, PROMISES!
COOL, huh?
WANT TO SEE IT AGAIN? YOU MIGHT HAVE MISSED SOME OF ITS SUBTLE BEAUTY THE FIRST TIME OUT!
ONE THING'S FOR SURE, WEBHEAD...


I'VE GOT JUST THE THING TO INTRIGUE A BEACH-LOVING BUTTERCUP LIKE YOU...
...A NICE, BIG WEB-BALL!
SPLUTZ!
SPLUTZ--?!
OH, NO! THAT NEW BATCH OF WEBBING I RECENTLY THREW TOGETHER IS GUMMING UP MY WEB-SHOOTERS, AND--gakk!! I'M BEING SWEPT UNDER A TIDAL WAVE OF SOLID SAND!
CAN'T BELIEVE I USED TO DREAM ABOUT BEING SPIDER-MAN AGAIN!
HOW COULD I HAVE POSSIBLY FORGOTTEN HOW MUCH I HATE DAYS LIKE THIS?!
FACE IT, JOHNNY-BOY...
...YOU'VE BEEN STOOD UP! SPIDEY'S A NO-SHOW!
EVERYBODY IN THIS CITY SAW MY INVITATION! HE MUST BE DELIBERATELY AVOIDING ME... BUT WHY?!
COULD THE BUGLE BE RIGHT FOR ONCE?
IS THERE A NEW WEBHEAD IN TOWN?
HEY! THERE'S SOME KIND OF A DISTURBANCE NEAR THE LIBERTY ISLAND FERRY DEPOT!
HAH! GOTTA HAND IT TA YOU, BUDDY BOY! WHOEVER THE HECK YOU REALLY ARE, YA MAKE A DARNED GOOD SPIDER-MAN!
YOU JUST NEED A LITTLE MORE SEASONING!
THE OTHER GUY NEVER WOULD HAVE FLOUNDERED INTO THIS TRAP!

PUT HIM DOWN, SANDMAN!
NOW!
THE HUMAN TORCH?!
GIMME A BREAK, KID! I'M JUST DOING MY JOB!
I APPRECIATE THE ASSIST, MATCHSTICK... EVEN IF IT WASN'T NEEDED!
A ROCK-HARD FIST IS NOTHING FOR SPIDER-MAN TO WORRY ABOUT!
MAN!
YOU TWO REALLY CHEESE ME OFF!
YOU ARE SOOOO LUCKY I WENT STRAIGHT A FEW YEARS AGO!
IF I WAS STILL A BAD GUY, I'D STOMP THE BOTH OF YOU WITHOUT PULLIN' ANY PUNCHES!
EVEN TOGETHER... YOU'RE NO MATCH FOR THE SANDMAN!
I CAN RESHAPE MY BODY INTO ANY WEAPON I CHOOSE, AND--
THAT'S QUITE ENOUGH--!
BANG


uh...
SOMETHING WRONG, SILVER?
NOT AT ALL!
I HAVE ALREADY LEARNED ALL I NEEDED TO KNOW.
BASED ON MY OBSERVATIONS, THIS NEW SPIDER-MAN APPEARS TO POSSESS ALL THE NECESSARY SKILLS AND ABILITIES TO LEGITIMATELY LAY CLAIM TO THE NAME.
ALTHOUGH I STRONGLY URGE HIM TO DO SOMETHING ABOUT THAT INFERIOR WEBBING.
NEW SPIDER-MAN--?!
YOU MEAN HE REALLY IS A DIFFERENT GUY?
I'M ACTUALLY THE FIRST SPIDER-MAN... THE ORIGINAL ONE... BUT I DON'T OWE THESE PEOPLE AN EXPLANATION!

I SOMETIMES EMPLOY INDEPENDENT CONTRACTORS.
THE OTHER SPIDER-MAN OCCASIONALLY SERVED IN THAT CAPACITY... THOUGH HE STEADFASTLY REFUSED COMPENSATION.
PERHAPS, UNDER THE RIGHT CIRCUMSTANCES AND FINANCIAL ARRANGEMENTS, WE COULD ALSO WORK TOGETHER.
I'D... uh... HAVE TO THINK ABOUT IT!
THAT'S IT?! THIS CLOWN STEALS SPIDEY'S IDENTITY, AND YOU OFFER HIM A JOB?!
EXACTLY! I COULD FIND A SIMILAR POSITION FOR YOU!
NOT INTERESTED, LADY! THE HUMAN TORCH IS NO STINKING MERCENARY!
PITY! YOU COULD COMMAND AN IMPRESSIVE FEE.
THERE'S AN EXPRESSION FOR A WOMAN LIKE YOU, AND IT RHYMES WITH OLD-CARTED WITCH!
AS FOR YOU... I WANT SOME QUICK ANSWERS!
WHERE'S THE OTHER SPIDEY? WHY'D YOU REPLACE HIM? HOW'D YOU GAIN POWERS LIKE HIS?
GET LOST, TORCHIE! I DON'T HAVE TO EXPLAIN MYSELF TO YOU OR ANYONE ELSE!
YOU CAN GO SOAK YOUR HEAD FOR ALL I CARE!
I BELIEVE WE HAVE ARRIVED AT A STALEMATE.
YOU HAVE NO AUTHORITY HERE, AND NO PROOF HE DID ANYTHING WRONG!
WHAT ARE YOU-- SOME KIND OF LAWYER?!
NO, BUT IN MY BUSINESS, ONE IS ONLY A SPEED-DIAL AWAY!
OKAY! MAYBE I CAN'T FORCE HIM TO TALK...

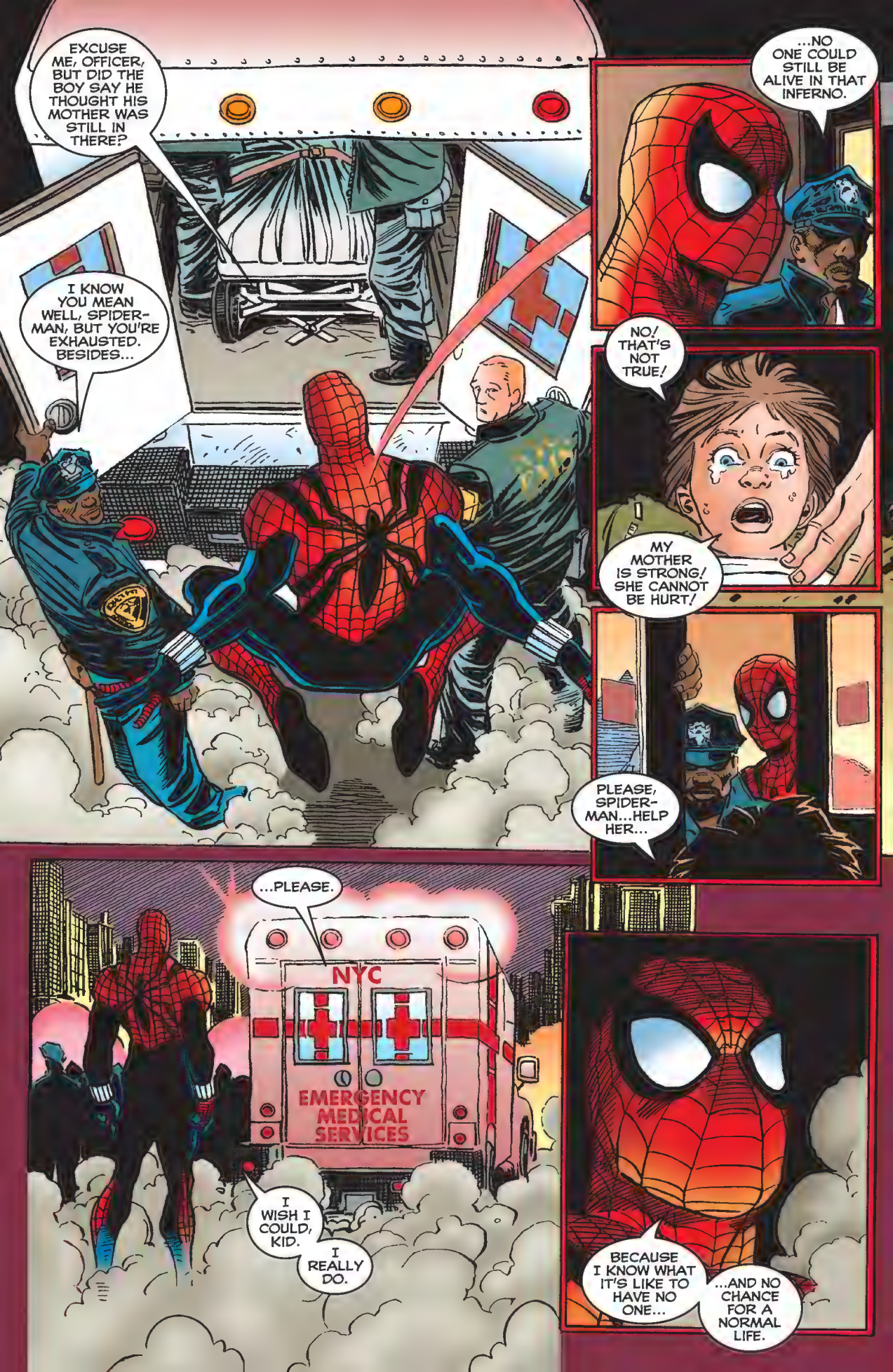
...BUT I INTEND TO KEEP A CLOSE EYE ON THIS FOURTEEN CARAT PHONY!
BELIEVE IT!!
HEY! FORGET THAT HOTHEAD! LET'S GO CATCH THOSE BEERS I PROMISED!
UH... MAYBE SOME OTHER TIME!
SURE! I GOT A HUNCH SILVER AND ME WILL BE IN TOUCH REAL SOON!
HOW? I'M NOT EXACTLY IN THE PHONE BOOK!
DON'T SWEAT IT, WEBS! WE GOT OUR WAYS!
I'LL JUST BET YOU DO!
THE HERO-BIZ IS SO MUCH MORE COMPLICATED THAN I REMEMBER!
WHAT KIND OF WORLD IS THIS--WHERE THE HUMAN TORCH IS AN ENEMY, AND THE SANDMAN WANTS TO BE A PAL?!
I DON'T KNOW WHAT THE FUTURE HAS IN STORE FOR ME!
BUT, WHATEVER IT IS...
...I SINCERELY DOUBT IT'LL BE PLEASANT!
NEXT: MYSTERIO!

THE RETURN OF...
SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
JAN•64
MARVEL
SPIDER-MAN GROUP
HER NAME IS
POISON!
JRJR & AW

HE MIGHT AS WELL BE ALONE WITH THE BOY.
BREATHE.
THE BLARING SIRENS, THE FLASHING LIGHTS HAVE NO EFFECT ON HIM.
I SAID BREATHE.
RIGHT NOW, HE CAN'T TELL WHAT IS CAUSING HIM TO SWEAT BENEATH HIS COSTUME...THE INTENSE HEAT, OR THE OVERWHELMING STRESS OF THE MOMENT.
YOU...
...ARE GOING TO...
...LIVE!
The Game of Life

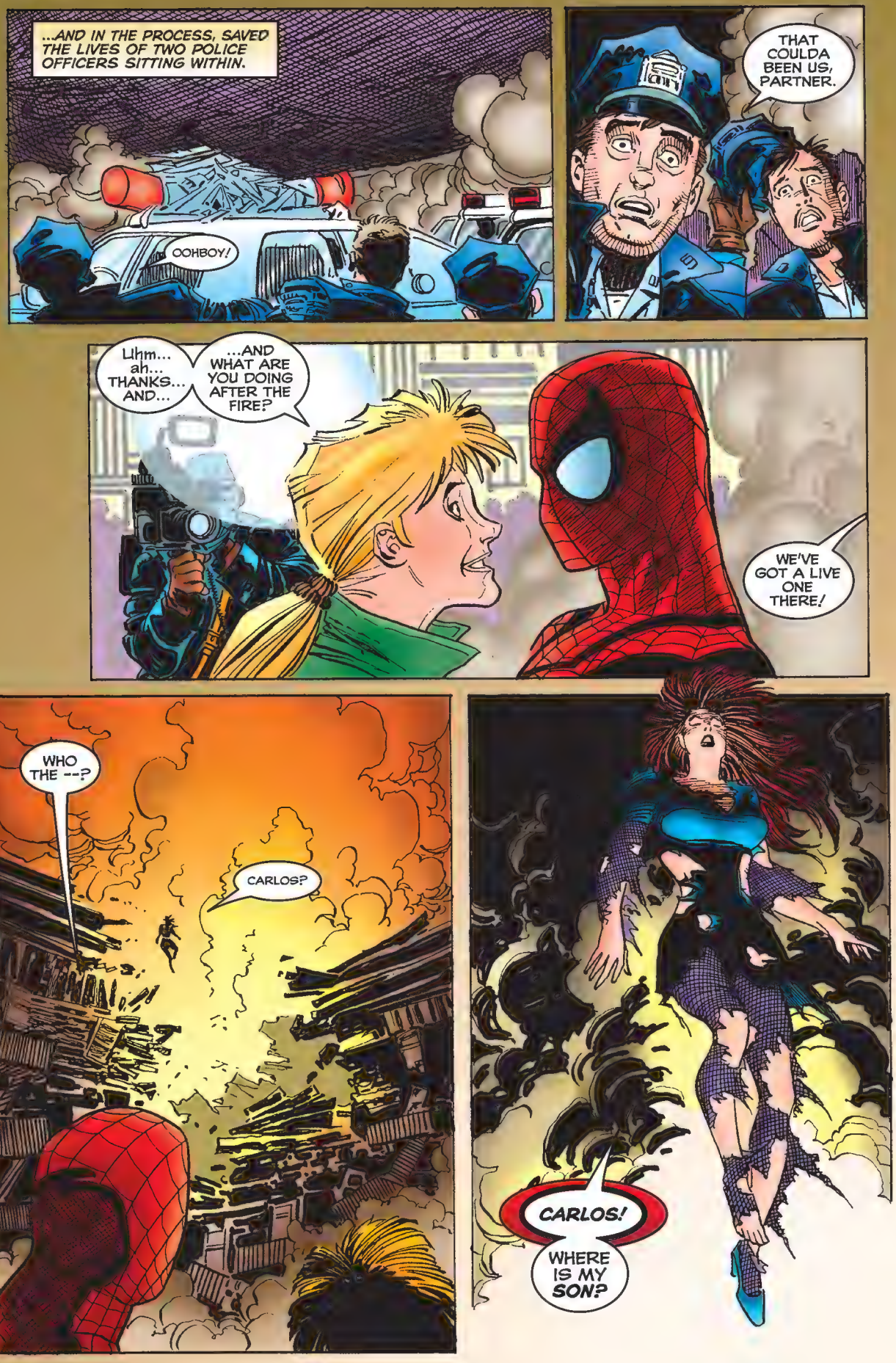
I'M NOT LETTING YOU DIE, KID!
DO YOU HEAR ME?
IT ALL BEGAN TEN MINUTES AGO AS SPIDER-MAN, SWINGING ABOVE THE MANHATTAN SKYLINE, SAW THE FIRE FROM MILES AWAY.
AN ENTIRE BLOCK ENGULFED IN FLAMES...
PEOPLE TRAPPED AND SCARED...
...HE HAD NO CHOICE BUT TO ACT.
ANYONE ELSE WOULD HAVE COLLAPSED FROM THE AMOUNT OF SMOKE HE HAS INHALED...
...BUT HE IS NOT ANYONE ELSE.
HE IS SPIDER-MAN.
HE IS A HERO.
SAVING DOZENS OF LIVES WILL MEAN NOTHING TO HIM...
...NOT IF THIS ONE CHILD IS ALLOWED TO DIE.
COME ON, KID...
...BREATHE. PLEASE.
HUUGHH!
YES.
YES.
YES!

WE'VE GOT HIM FROM HERE, SPIDER-MAN. NICE WORK.
THANKS.
NO... MY MOTHER... PLEASE.
EXCUSE ME, SPIDER-MAN?
KAREN KARLSON FROM W-RTO EYE ON THE NEWS.
YOU MIND IF I ASK YOU A FEW QUESTIONS?
NOT NOW. I'M KIND OF BEAT --
YOU SEEM TO HAVE BEEN OFF THE NEW YORK SCENE AS OF LATE...DO YOU CARE TO TELL OUR VIEWERS WHY?
NOT REALLY.
WHAT ABOUT THIS SCARLET SPIDER CHARACTER?
ARE THE TWO OF YOU CONNECTED?
MY MOTHER! SHE'S ALIVE! PLEASE?
SPIDER-MAN, WHAT DO YOU THINK CAUSED THIS FIRE TO RAGE SO COMPLETELY OUT OF CONTROL?
SHE IS STILL INSIDE THE BUILDING. SHE'S ALIVE... I TELL YOU.. SHE'S ALIVE.
SPIDER-MAN?
SPIDER-MAN?


EXCUSE ME, OFFICER, BUT DID THE BOY SAY HE THOUGHT HIS MOTHER WAS STILL IN THERE?
I KNOW YOU MEAN WELL, SPIDER-MAN, BUT YOU'RE EXHAUSTED. BESIDES...
...NO ONE COULD STILL BE ALIVE IN THAT INFERNO.
NO! THAT'S NOT TRUE!
MY MOTHER IS STRONG! SHE CANNOT BE HURT!
PLEASE, SPIDER-MAN...HELP HER...
...PLEASE.
NYC
EMERGENCY MEDICAL SERVICES
I WISH I COULD, KID.
I REALLY DO.
BECAUSE I KNOW WHAT IT'S LIKE TO HAVE NO ONE...
...AND NO CHANCE FOR A NORMAL LIFE.

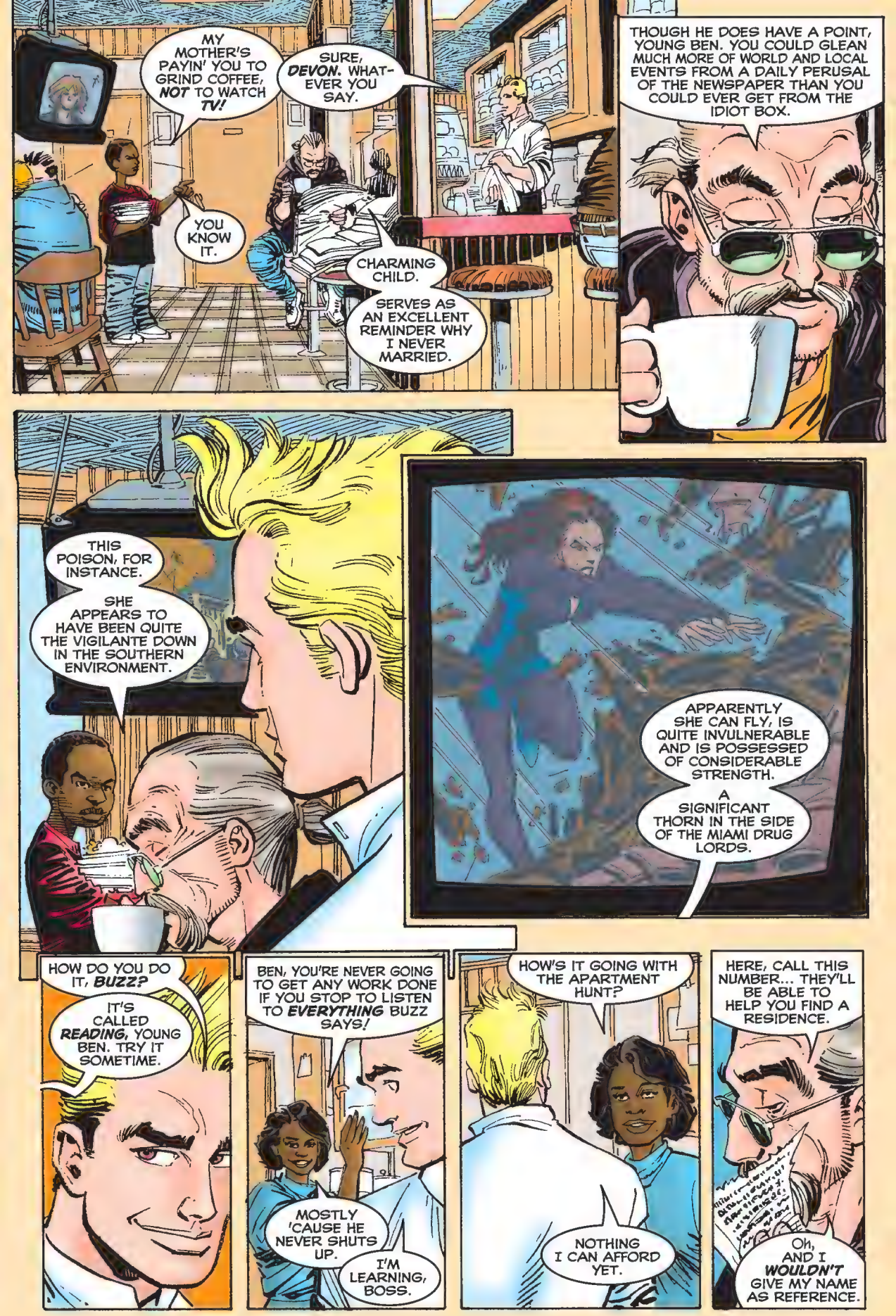
ALMOST NO ONE PAYS ATTENTION TO THE AMBULANCE AS IT SPEEDS AWAY FROM THE FIRE SCENE.
ALMOST NO ONE.
NYC EMS
FWOMP
WHAT WAS THAT?! DID WE HIT SOMETHING?
LET'S GET THE SALINE DRIP STARTED AND THEN --
RRRIPP
NO. YOU HIT NOTHING.
BUT SOMEONE HAS HIT YOU!
I AM EL TORO NEGRO.
AND THE BOY IS MINE!

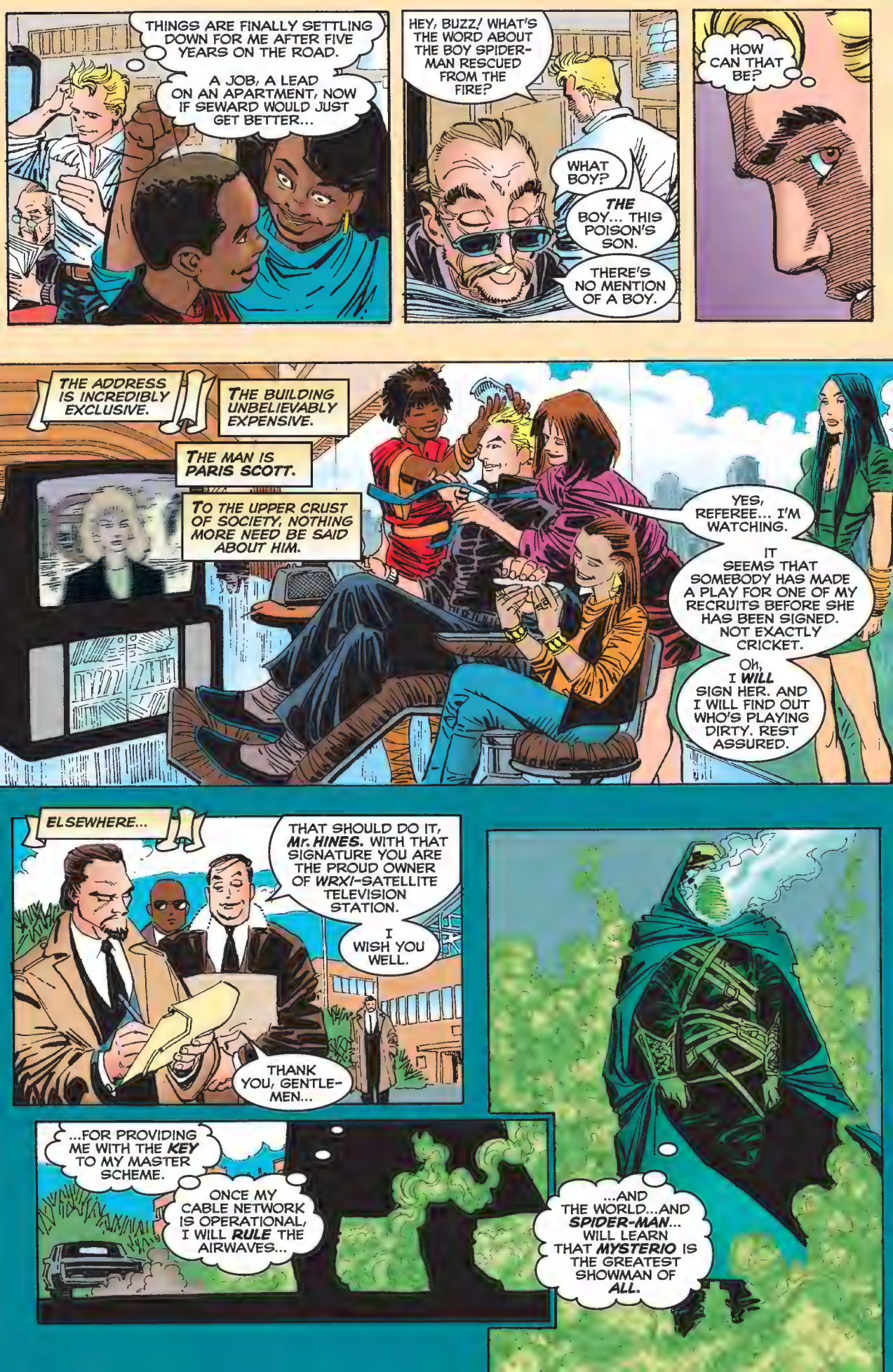
MEANWHILE...
SPIDER-MAN CAN ONLY WATCH AS THE FIRE RAGES OUT OF CONTROL.
WATCH AND WONDER IF HE COULD HAVE DONE MORE HAD HE ARRIVED SOONER.
WONDER IF HE COULD HAVE SAVED THAT BOY'S MOTHER.
WONDER IF...
EXCUSE ME, SPIDER-MAN, YOU WERE SAYING..?
I WAS SAYING...NO COMMENT!
AND STAND BACK. THIS BUILDING COULD COME DOWN ANY MINUTE NOW.
I'VE BEEN TO MY SHARE OF FIRES. I THINK I CAN HANDLE MYSELF --
KR-AK
I SAID...
...STAY BACK!
HE CALLS IT HIS SPIDER-SENSE.
IT KICKS IN AUTOMATICALLY AS IT GIVES HIM AN AWARENESS OF DANGER.
KRAKOOM
AND, IN THE SPACE BETWEEN HEARTBEATS, SPIDER-MAN HAS PULLED THE REPORTER OUT OF HARM'S WAY...
...SHOT OFF TWO WEBLINES...
THWIP THWIP
...PREVENTED A POLICE PATROL CAR FROM BEING CRUSHED UNDER A TON OF BRICKS...


...AND IN THE PROCESS, SAVED THE LIVES OF TWO POLICE OFFICERS SITTING WITHIN.
OOHBOY!
THAT COULDA BEEN US, PARTNER.
Uhm... ah... THANKS... AND...
...AND WHAT ARE YOU DOING AFTER THE FIRE?
WE'VE GOT A LIVE ONE THERE!
WHO THE --?
CARLOS?
CARLOS!
WHERE IS MY SON?

CARLOS, MOMMY'S ALIVE...
I...
...WON'T...
...LET...
...THEM...
OMIGOD! WHO IS THAT?
...HURT...
...YOU.
JUST LIE STILL, LADY. I'LL GET YOU SOME HELP.
SPIDER-MAN? IT'S ME... POISON.
YOU HAVE TO HELP ME FIND MY SON. HE'S IN DANGER.
THE MAN WHO STARTED THE FIRE...HE IS DANGEROUS... HE.
AS SOON AS WE GET YOU SOME MEDICAL ATTENTION.
POISON MET THE OTHER SPIDER-MAN IN WEB OF SPIDER-MAN ANNUAL #4 – Eric.
NO!
YOU'RE NOT LISTENING TO ME! CARLOS IS IN DANGER!
KRAK
CARLOS IS FINE. I SAW HIM MYSELF. HE'S BEEN TAKEN TO THE HOSPITAL AND YOU'LL SEE HIM SOON.
NOW JUST TRY TO CALM DOWN.
SPIDER-MAN, I WAS WONDERING IF I COULD SPEAK WITH YOU AND THE MYSTERY WOMAN ABOUT --
I SAID...

THWAP
THWAP
NO COMMENT.
AND YOU CAN QUOTE ME ON THAT.
Ah, MAN...MY CAMERA!
PLEASE, SPIDER-MAN, MY CARLOS IS IN DANGER. I KNOW YOU...YOU'LL MAKE SURE MY BOY IS SAFE... YES?
YES... I WILL.
THANK YOU.
...AND FROM THE RUINS OF THE COLLAPSED, FIRE-GUTTED BUILDING EMERGED THE SUPER-POWERED BEING KNOWN AS POISON.
A WOMAN WHO, OUR FLORIDA-BASED AFFILIATE INFORMS US, HAS WREAKED HAVOC ON THE MIAMI-BASED DRUG SCENE.
HER INVOLVEMENT IN THE FIRE... WHAT SHE IS DOING IN NEW YORK...AND HER CONNECTION TO SPIDER-MAN ARE STILL A MYSTERY. WE TURN NOW TO OUR MIAMI AFFILIATE, W-
HEY, REILLY!


MY MOTHER'S PAYIN' YOU TO GRIND COFFEE, NOT TO WATCH TV!
SURE, DEVON. WHATEVER YOU SAY.
YOU KNOW IT.
CHARMING CHILD.
SERVES AS AN EXCELLENT REMINDER WHY I NEVER MARRIED.
THOUGH HE DOES HAVE A POINT, YOUNG BEN. YOU COULD GLEAN MUCH MORE OF WORLD AND LOCAL EVENTS FROM A DAILY PERUSAL OF THE NEWSPAPER THAN YOU COULD EVER GET FROM THE IDIOT BOX.
THIS POISON, FOR INSTANCE.
SHE APPEARS TO HAVE BEEN QUITE THE VIGILANTE DOWN IN THE SOUTHERN ENVIRONMENT.
APPARENTLY SHE CAN FLY, IS QUITE INVULNERABLE AND IS POSSESSED OF CONSIDERABLE STRENGTH.
A SIGNIFICANT THORN IN THE SIDE OF THE MIAMI DRUG LORDS.
HOW DO YOU DO IT, BUZZ?
IT'S CALLED READING, YOUNG BEN. TRY IT SOMETIME.
BEN, YOU'RE NEVER GOING TO GET ANY WORK DONE IF YOU STOP TO LISTEN TO EVERYTHING BUZZ SAYS!
MOSTLY 'CAUSE HE NEVER SHUTS UP.
I'M LEARNING, BOSS.
HOW'S IT GOING WITH THE APARTMENT HUNT?
NOTHING I CAN AFFORD YET.
HERE, CALL THIS NUMBER... THEY'LL BE ABLE TO HELP YOU FIND A RESIDENCE.
OH, AND I WOULDN'T GIVE MY NAME AS REFERENCE.


THINGS ARE FINALLY SETTLING DOWN FOR ME AFTER FIVE YEARS ON THE ROAD.
A JOB, A LEAD ON AN APARTMENT, NOW IF SEWARD WOULD JUST GET BETTER...
HEY, BUZZ,/ WHAT'S THE WORD ABOUT THE BOY SPIDER-MAN RESCUED FROM THE FIRE?
WHAT BOY?
THE BOY... THIS POISON'S SON.
THERE'S NO MENTION OF A BOY.
HOW CAN THAT BE?
THE ADDRESS IS INCREDIBLY EXCLUSIVE.
THE BUILDING UNBELIEVABLY EXPENSIVE.
THE MAN IS PARIS SCOTT.
TO THE UPPER CRUST OF SOCIETY, NOTHING MORE NEED BE SAID ABOUT HIM.
YES, REFEREE... I'M WATCHING.
IT SEEMS THAT SOMEBODY HAS MADE A PLAY FOR ONE OF MY RECRUITS BEFORE SHE HAS BEEN SIGNED. NOT EXACTLY CRICKET.
Oh, I WILL SIGN HER. AND I WILL FIND OUT WHO'S PLAYING DIRTY. REST ASSURED.
ELSEWHERE...
THAT SHOULD DO IT, Mr. HINES. WITH THAT SIGNATURE YOU ARE THE PROUD OWNER OF WRXI-SATELLITE TELEVISION STATION.
I WISH YOU WELL.
THANK YOU, GENTLEMEN...
...FOR PROVIDING ME WITH THE KEY TO MY MASTER SCHEME.
ONCE MY CABLE NETWORK IS OPERATIONAL, I WILL RULE THE AIRWAVES...
...AND THE WORLD...AND SPIDER-MAN... WILL LEARN THAT MYSTERIO IS THE GREATEST SHOWMAN OF ALL.

LOWER MANHATTAN.
THERE, JUST PUT YOUR JOHN HANCOCK ANYWHERE AT THE BOTTOM OF THE LEASE THERE, HONEY.
AND IF THERE IS ANYTHING ELSE YOU WANT TO KNOW ABOUT THE BUILDING... YOU JUST COME ASK TILDE, YOU HEAR?
I THINK I'LL BE FINE.
THEN I'LL BE LEAVING YOU ALONE THEN, SWEETIE.
SEE YOU AROUND THE BUILDIN'.
SHOOT! FORGOT TO GIVE HIM THE SECURITY KEY!
YEAH... LIKE THERE'S ANY SECURITY IN THIS NEIGHBOR-HOOD!
NICE... PRIVATE... RELATIVELY CLEAN AND...
...WHILE THE VIEW ISN'T MUCH...
...YOU CAN'T BEAT THE CONVENIENCE TO TRANSPORTATION.
NOW I'VE GOT TO GET TO THE HOSPITAL AND CHECK ON POISON AND HER SON.
HELLO?
BEN?
NOW HOW'D HE GET OUT OF HERE WITHOUT ME SEEING HIM?

A SHORT TIME LATER...
YOU LIED! YOU LIED TO ME!
I SAID HOLD HER DOWN!
GET MORE ORDERLIES IN HERE AND PREPARE THE SEDATIVE, FOR GOD'S SAKE!
YOU SAID HE WAS SAFE!
YOU SAID YOU'D PROTECT HIM!
KARLSON! YOU WERE THERE... WHAT HAPPENED TO THE BOY?!
SORRY, SPIDEY! POISON'S APPEARANCE TOOK PRECEDENCE OVER A SIMPLE HUMAN INTEREST STORY. I DIDN'T EVEN KNOW THEY WERE RELATED.
THE BOY NEVER MADE IT TO THE HOSPITAL. THE AMBULANCE IS TOTALED. HE'S GONE.
NOW BOTH OF YOU JUST GET OUT! YOU'RE MAKING IT WORSE!
YEAH... I AM.
ONE HOUR LATER..
EXCUSE ME... Ms. CARDINALE?
TRENTON LIPTON III... MAY I?

ALL OF US AT SCOTT ENTERPRISES DO HOPE YOUR UNFORTUNATE EXPERIENCE HAS NOT SOURED YOU ON NEW YORK.
THOUGH Mr. SCOTT DOES EXPECT YOU TO HONOR THE CONTRACT NEGOTIATIONS. IN RETURN WE PLEDGE OUR SUPPORT OF ALL OF YOUR HOSPITAL COSTS... AND OUR AID IN THE RECOVERY OF YOUR SON.
THE FINAL CONTRACT, THE RULES OF THE GAME AND A COSTUME ARE IN THE BOX.
A SPEEDY RECOVERY, MADAM.
TCHUNK
A FEW MINUTES LATER...
WHOA! IT LOOKS LIKE YOU'RE MUCH BETTER!
NO THANKS TO YOU.
NOW IF YOU'LL EXCUSE ME...
RRING

HELLO?
EL TORO NEGRO? WHERE IS MY --
YES.
ANYTHING. JUST DO NOT HURT HIM.
I'LL FIND IT.
POISON, WHERE DOES HE HAVE CARLOS? I'LL GO. I KNOW EL TORO.
HE CAN'T BE TRUSTED.
AND YOU CAN?
NEVER AGAIN!
I WILL GET MY SON BACK... JUST STAY AWAY!
I CAN'T DO THAT.
I OWE IT TO THE BOY.

ON A NORMAL BUSINESS DAY, THIS WAREHOUSE SERVES AS AN IMPORT/ EXPORT CLEARINGHOUSE FOR ITEMS FROM AROUND THE WORLD.
PRETTY DULL STUFF.
BUT THIS IS NOT A NORMAL BUSINESS DAY.
AND THE EVENTS THAT ARE ABOUT TO TRANSPIRE...
...ARE GOING TO BE ANYTHING BUT DULL!
SCRUNCH
SHOW YOURSELF, EL TORO NEGRO!
I AM HERE!
AND I WANT MY SON!
MOMMY?
CARLOS? MOMMY'S HERE. DO NOT BE SCARED.
THIS IS TOUCHING.
A MOTHER AND A CHILD SO DESPERATE TO BE REUNITED.

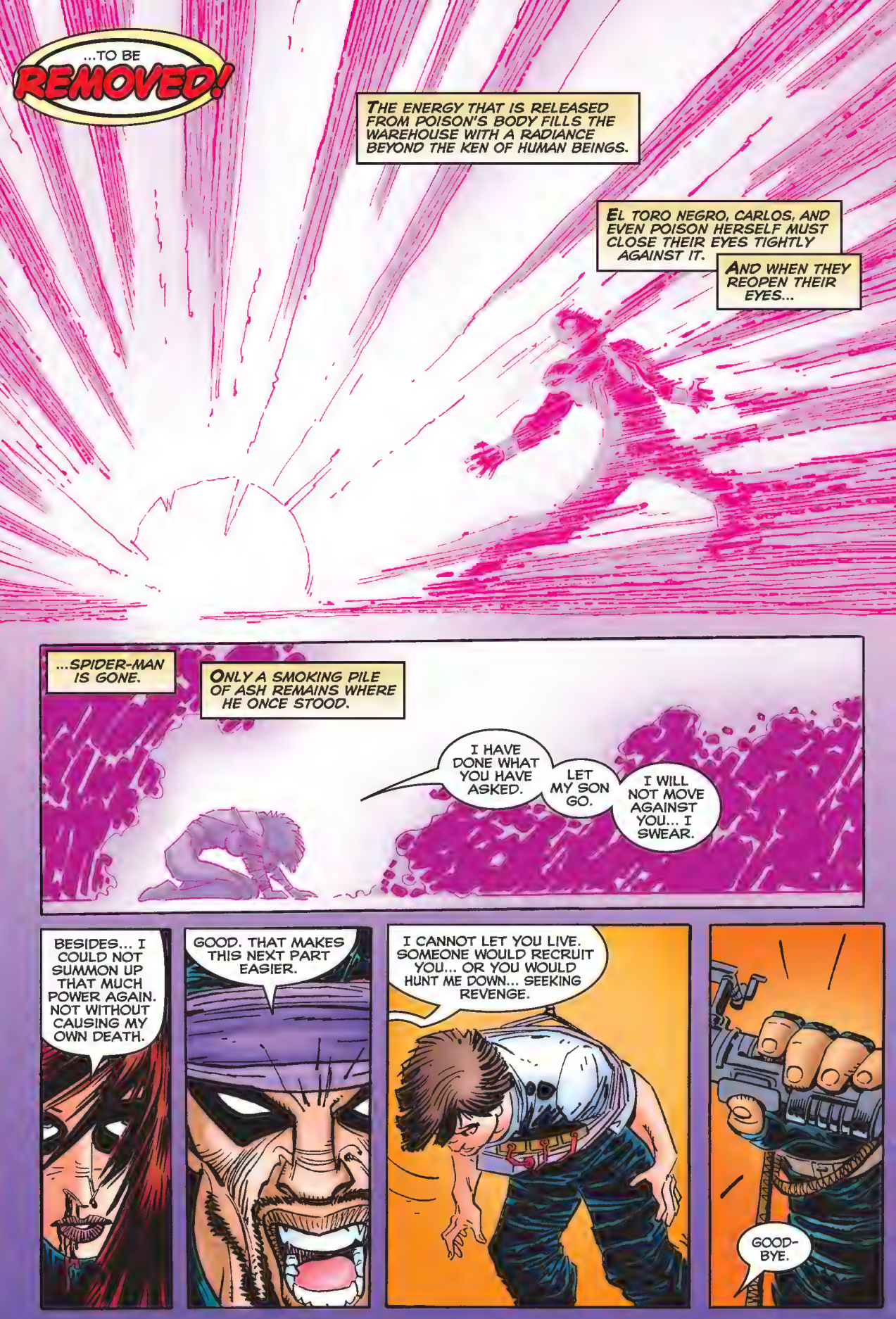
WHO AM *I* TO DENY SUCH A THING?
MOMMY?!
NO!
NO... NO... NO. DO ***NOT*** TOUCH HIM. HE IS FINE AS LONG AS YOU STAY BACK...
BE BRAVE, CARLOS. MOMMY WILL GET YOU OUT OF THIS.
...AND AS LONG AS YOU DO NOT TRY TO MOVE AGAINST ME.
THIS IS WHAT IS CALLED A DEAD MAN'S SWITCH. IF ANYTHING HAPPENS TO ME... IF I LET GO OF THIS FOR ***ANY*** REASON...
...***BOOM!*** *ADIOS*, CARLOS! DO EXACTLY WHAT I SAY AND... AND I LET YOU BOTH LEAVE.

WHAT DO YOU WANT WITH ME?
YOU HAVE BEEN APPROACHED TO BE A PLAYER IN THE GREAT GAME BY Mr. SCOTT... EVEN AMONGST THE REST OF THE SPONSORS, HE IS A MAN OF INCREDIBLE RESOURCES.
YOU WILL PICK UP THE PHONE... IT WILL DIAL HIS PERSONAL LINE AUTOMATICALLY... AND YOU WILL INFORM HIM YOU WILL NOT PLAY FOR HIM.
THE CONTRACT HE OFFERS YOU SHOULD HAVE BEEN MINE. IT WILL BE MINE. FOR I DESERVE TO PLAY WITH THE BEST.
THEN YOU AND YOUR SON CAN GO BACK TO MIAMI. AND WHEN YOU ARE OUT OF THE WAY... I WILL PLAY FOR SCOTT.
Mr. SCOTT? THIS IS CECILIA CARDINALE. I HAVE DECIDED NOT TO ACCEPT YOUR OFFER.
NO. I WILL NOT CHANGE MY MIND.
GOOD-BYE.
CRUNCH
IT'S DONE. LET MY SON GO.
KILL!!
POISON! NO!
YOU CAN'T TRUST HIM! HE'S NOT GOING TO LET YOU WALK OUT OF HERE! I KNOW HIS KIND...

I HAVE NO CHOICE BUT TO TRUST HIM!
I DID AS YOU SAID... NOW LET HIM GO... PLEASE?
NOT JUST YET.
YOUR ALLOWING SPIDER-MAN TO FOLLOW YOU HERE HAS CHANGED THINGS.
BECAUSE OF ONE LIKE HIM, I WAS RECENTLY ARRESTED*, AND IT COST ME A GREAT DEAL IN BAIL MONEY.
* AFTER THE EVENTS IN AMAZING SCARLET SPIDER #2 AND GREEN GOBLIN #3 --Eric
SO, BEFORE I LET CARLOS GO...
...I WANT YOU TO KILL SPIDER-MAN.
AND, BY THE WAY, MY HAND IS BEGINNING TO PERSPIRE.
I'M TELLING YOU, YOU CAN'T TRUST HIM. TOGETHER WE CAN FIGURE OUT A WAY TO --
ENOUGH!
KRAK

SUPER-STRONG...
...FAST...
...AND SHE'S REALLY P.O'ED AT ME!
Oh, YEAH... I'M BACK AND BATTING A THOUSAND!
ON THE *UPSIDE*, SHE'S KINDA CUTE!
FWKOOM
I AM SORRY, SPIDER-MAN, BUT FOR CARLOS...
...I WOULD DO *ANYTHING!*
NO! MOMMY! PLEASE!
DON'T DO IT! HE SAVED ME FROM THE *FIRE!* HE SAVED MY LIFE!
DO NOT KILL HIM!

PLEASE.
YOU HAVE MADE YOUR CHOICE.
THE BOY DIES.
NO!
I AM SORRY, CARLOS... FOR WHAT YOU MUST SEE... BUT I HAVE NO CHOICE.
THE ALIEN LIFE FORM FROM WHOM I RECEIVED MY POWERS TRAVELLED FROM STAR TO STAR.
SHE INHABITED MY BODY FOR A SHORT TIME AND THEN LEFT FOR THE STARS ONCE MORE.
BUT SHE LEFT BEHIND A SMALL PART OF HER POWERS. POWER ENOUGH TO REMOVE ONE SUCH AS *YOU* FROM THE FACE OF THIS PLANET!
PREPARE YOURSELF, SPIDER-MAN.
PREPARE...

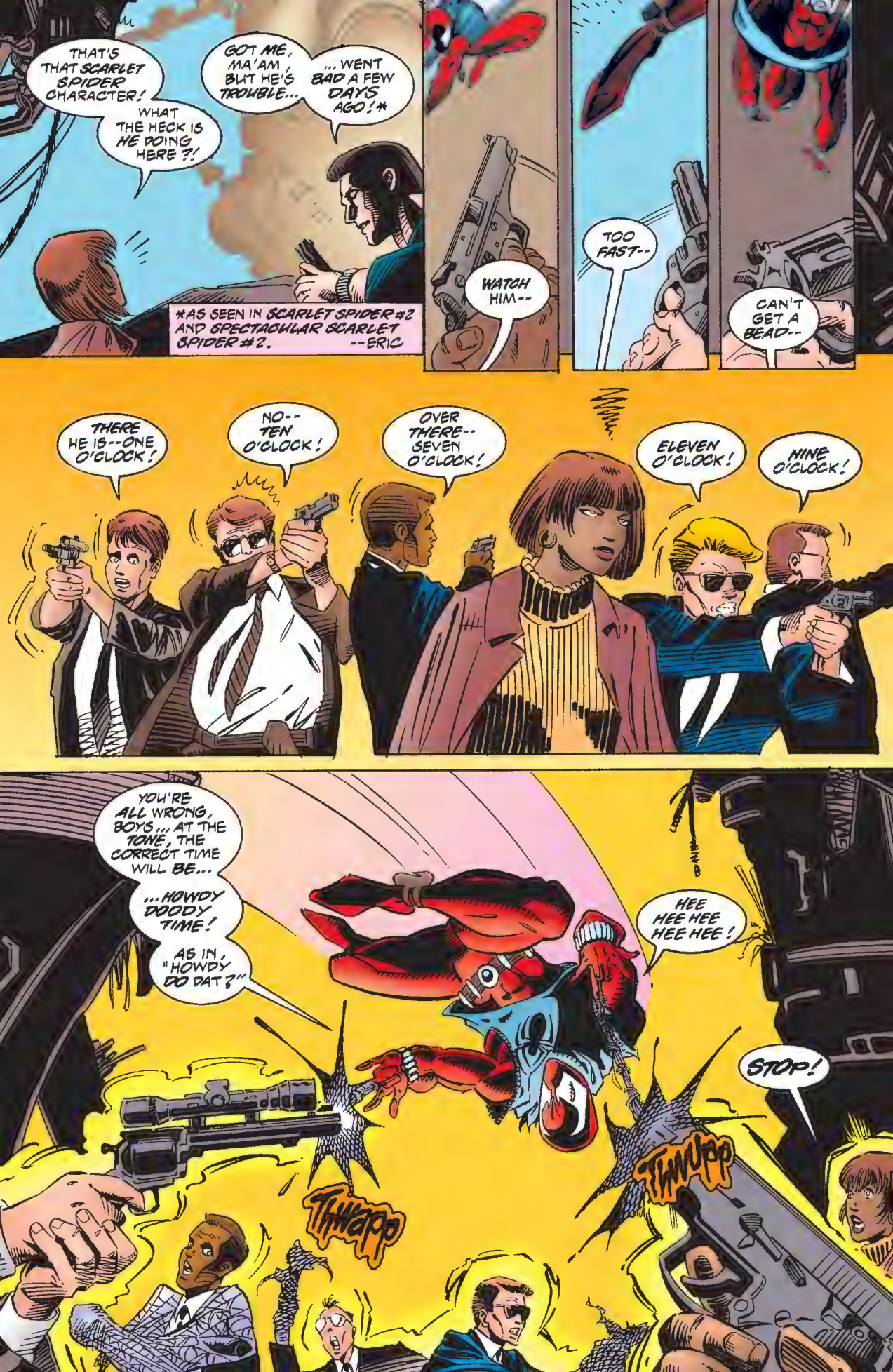

...TO BE REMOVED!
THE ENERGY THAT IS RELEASED FROM POISON'S BODY FILLS THE WAREHOUSE WITH A RADIANCE BEYOND THE KEN OF HUMAN BEINGS.
EL TORO NEGRO, CARLOS, AND EVEN POISON HERSELF MUST CLOSE THEIR EYES TIGHTLY AGAINST IT.
AND WHEN THEY REOPEN THEIR EYES...
...SPIDER-MAN IS GONE.
ONLY A SMOKING PILE OF ASH REMAINS WHERE HE ONCE STOOD.
I HAVE DONE WHAT YOU HAVE ASKED.
LET MY SON GO.
I WILL NOT MOVE AGAINST YOU... I SWEAR.
BESIDES... I COULD NOT SUMMON UP THAT MUCH POWER AGAIN. NOT WITHOUT CAUSING MY OWN DEATH.
GOOD. THAT MAKES THIS NEXT PART EASIER.
I CANNOT LET YOU LIVE. SOMEONE WOULD RECRUIT YOU... OR YOU WOULD HUNT ME DOWN... SEEKING REVENGE.
GOOD-BYE.

THWAP
THE SWITCH? I CANNOT LET GO!
THAT WAS THE GENERAL IDEA!
FOLLOWED UP BY A LITTLE OF...
...THIS!
NICE TRICK, TELEPORTING ME CLOSE TO HIM...
...BUT YOU COULD HAVE WARNED ME. OY! THE HEADACHE I'VE GOT!
BELIEVE ME... IT'S NOTHING COMPARED TO MY OWN.
TELE-PORTATION IS SOMETHING I WILL NEVER AGAIN TRY.
IF THERE IS ANYTHING I CAN DO TO HELP YOU GET SET UP IN NEW YORK?
YOU HAVE DONE SO MUCH ALREADY.
THE REST IS UP TO ME.
"AND IF I CAN ONLY FOLLOW YOUR EXAMPLE...
"...I BELIEVE CARLOS AND I WILL DO QUITE WELL."
THE END

NIGHTMARE IN SCARLET! 1 of 3
APPROVED BY THE COMICS CODE AUTHORITY
WEB OF SCARLET SPIDER
JAN • 3
MARVEL
SPIDER-MAN GROUP
THE FURY OF FIRESTAR!

STATEN ISLAND, MORNING...
ANYTHING?
SORRY, AGENT BRIGGS...
...NO BODIES, NO SALVAGEABLE TECH... NO NOTHING.
DOCTOR OCTOPUS OBVIOUSLY DIDN'T LEAVE ANY GOODIES FOR US IN HER OLD HQ.
GUESS WE MIGHT AS WELL LET THE COPS TAKE OVER AND START MOPPING UP..
NOT YET, STEWART. NOT UNTIL WE'VE COMBED EVERY SQUARE INCH OF THIS MESS.
THERE MAY STILL BE BODIES UNDER THE RUBBLE... POSSIBLY LIVE ONES.
AND I'M NOT ONE TO GIVE UP LOOKING FOR A DISAPPEARED PARTNER...
...BEFORE I ABSOLUTELY HAVE TO.
JOE DESERVES BETTER THAN THAT.
HEY, WHAT'S THAT? A PIECE OF RED FABRIC?
NO, WAIT... THAT'S A HAND!
IT MOVED!
GET THE MEDICS AND SOMETHING TO MOVE ALL THIS--
KROOOOM
--RUBBLE?

Stan Lee PRESENTS
NIGHTMARE IN SCARLET PART ONE:
RUDE AWAKENING!
HAPPY BIRTHDAY!
EVAN SKOLNICK -STORY
PARIS KAROUNOS -PENCILS
RANDY EMBERLIN -INKS
STEVE DUTRO -LETTERS
KEVIN TINSLEY -COLORS
MALIBU -COLOR SEPS
ERIC FEIN -EDITOR
BOB BUDIANSKY -CHIEF


THAT'S THAT SCARLET SPIDER CHARACTER!
WHAT THE HECK IS HE DOING HERE?!
GOT ME, MA'AM, BUT HE'S TROUBLE...
...WENT BAD A FEW DAYS AGO!*
*AS SEEN IN SCARLET SPIDER #2 AND SPECTACULAR SCARLET SPIDER #2. --ERIC
WATCH HIM--
TOO FAST--
CAN'T GET A BEAD--
THERE HE IS--ONE O'CLOCK!
NO--TEN O'CLOCK!
OVER THERE--SEVEN O'CLOCK!
ELEVEN O'CLOCK!
NINE O'CLOCK!
YOU'RE ALL WRONG, BOYS... AT THE TONE, THE CORRECT TIME WILL BE...
...HOWDY DOODY TIME!
AS IN, "HOWDY DO DAT?"
HEE HEE HEE HEE!
STOP!
THWAPP
THWAPP

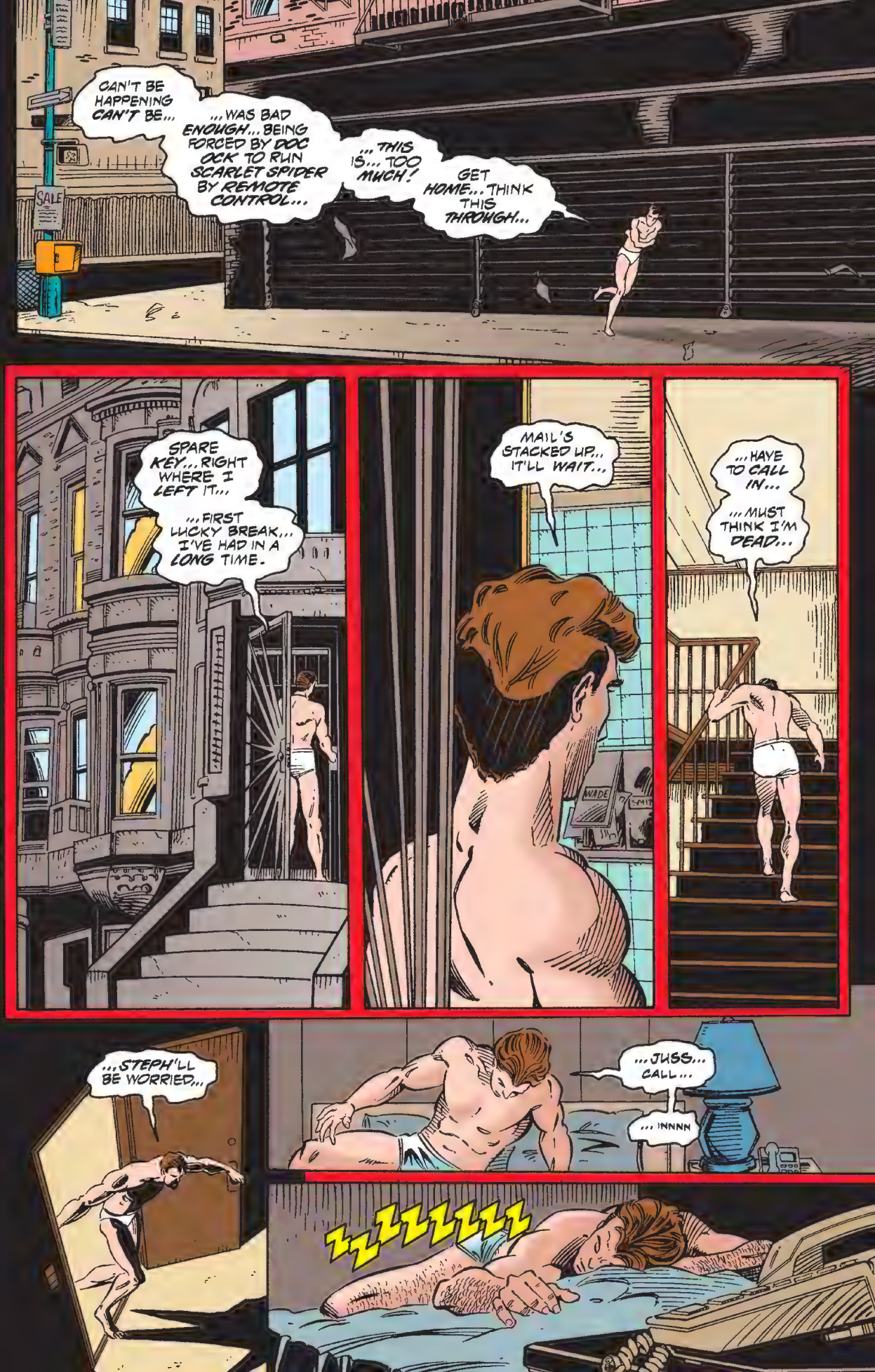
OH, I'M SORRY, OFFICER... I SWEAR I NEVER EVEN SAW THAT "STOP" SIGN...
FBI SPECIAL AGENT STEPHANIE BRIGGS, WEBHEAD... THIS IS SERIOUS BUSINESS.
WE LOST ONE OF OUR UNDER-COVER MEN IN THE COLLAPSE OF DOCTOR OCTOPUS'S HEADQUARTERS.
NAME WAS JOE WADE.
JOE WEIGHED?
OFFHAND, I'D SAY ABOUT 170, 180...
WE DON'T HAVE TIME FOR THIS...
...THOUGH HE WEIGHED A LOT MORE BEFORE JENNY CRAIG HELPED HIM OUT...
...KINDA LIKE YOU, HUH, STEPH?
HEE HEE HEE HEE HEEE!
WHA--HOW COULD YOU KNOW THAT--
JUST A MILD GUESS.
THWIP
♪ JOE'S NOT HEAVY... ♪
♪ ...HE'S MY BROTHER... ♪
I'VE NEVER EVEN MET THAT CHARACTER BEFORE--HOW COULD HE HAVE KNOWN ABOUT MY OLD WEIGHT PROBLEM?
JUST WHAT IS GOING ON HERE?

MANHATTAN. THE FBI'S NEW YORK CITY OFFICES...
--SO STILL NO JOE BODY, BUT THIS SCARLET SPIDER CLOWN CRAWLS OUT OF THE WRECKAGE...
YES, SIR. AND THE RED MAN USED LANGUAGE WITH ME WHICH INDICATED HE MIGHT HAVE... TALKED WITH JOE AT SOME POINT.
WONDERFUL. THEY TORTURED HIM AND GOT RID OF THE BODY.
:sigh:
THIS IS RAPIDLY GETTING INTO GYRICH'S JURISDICTION... BUT NOT IF WE DON'T LET IT.
SIR?
LET'S TRY TO PLAY DOWN ALL THIS SUPER-GUY STUFF.
LAST WE HEARD FROM WADE, HE WAS INVESTIGATING SOME KIND OF SOLID-HOLOGRAPHIC TECHNOLOGY OCK WAS PLAYING AROUND WITH, RIGHT?
FORGET ABOUT THE SCARLET SPIDER, BRIGGS. FOCUS ON THE TECH THAT MIGHT BE RECOVERED. IF IT EXISTS, IT BELONGS IN THE HANDS OF THE FBI.
THAT'LL BE ALL.
YES, SIR. BUT YOU'LL FORGIVE ME IF I ALSO CONTINUE THE SEARCH FOR MY PARTNER.
OF COURSE, STEPHANIE...
KCHUD
... IN FACT, I SUSPECT YOU MAY HAVE ALREADY FOUND HIM.

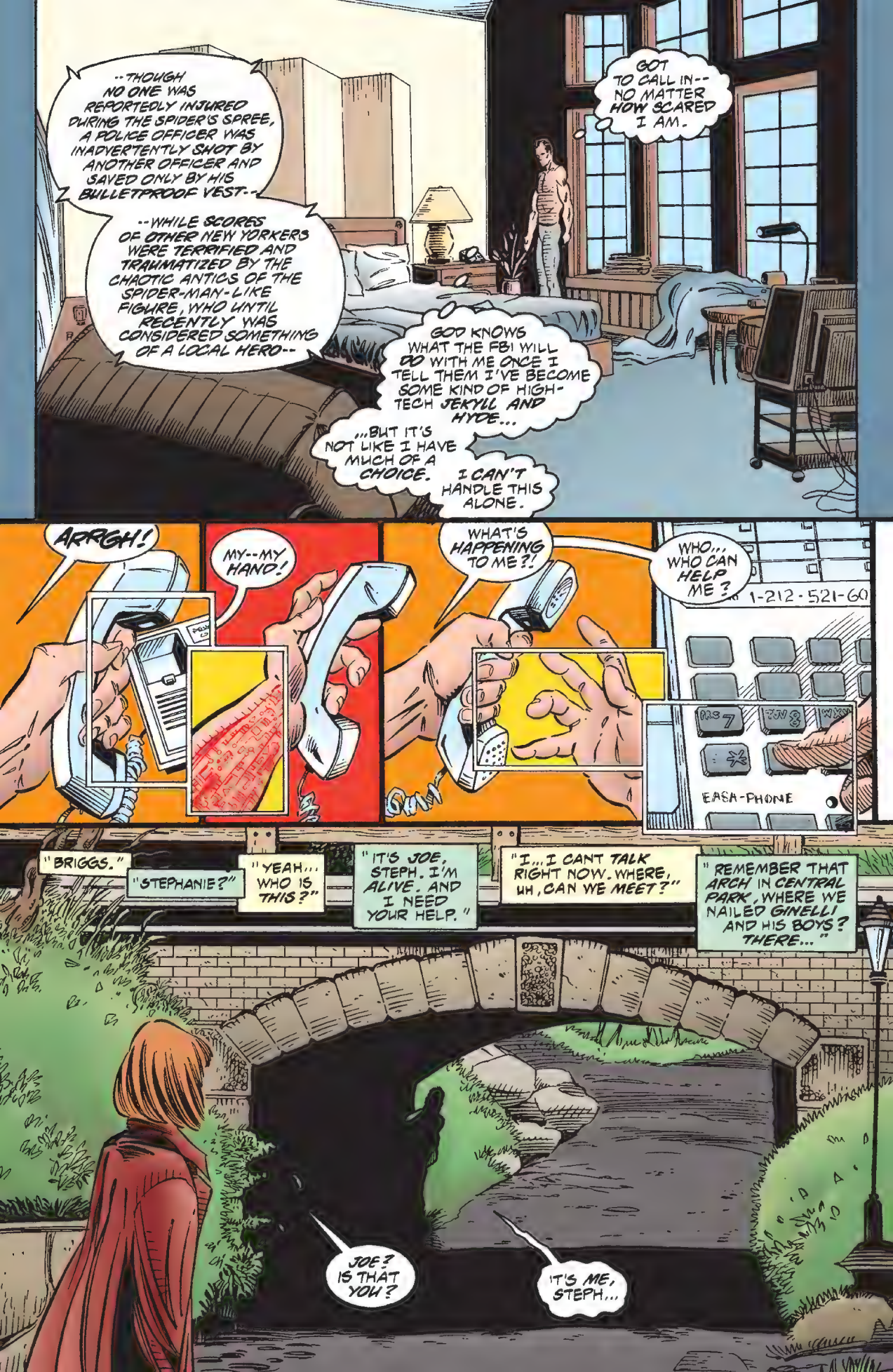
11:43 A.M.
♪ I ♫ WANT TO ♫ WAKE ♫ UP! ♪
EMPIRE STATE BUILDING
YEEEP!
MANUEL!
...IN THE CITY... THAT NEVER SLEEEEPS ♪
EMPIRE STATE
MARA! GET HELLP!
♪ ...TO FIND I'M KING OF THE HILL...
AAAA!
♪ ...TOP OF THE HEAP! ♪
ENJOY THE VIEW, AMIGO!
HEEEEE HEE HEE HEE HEE!
THWIP

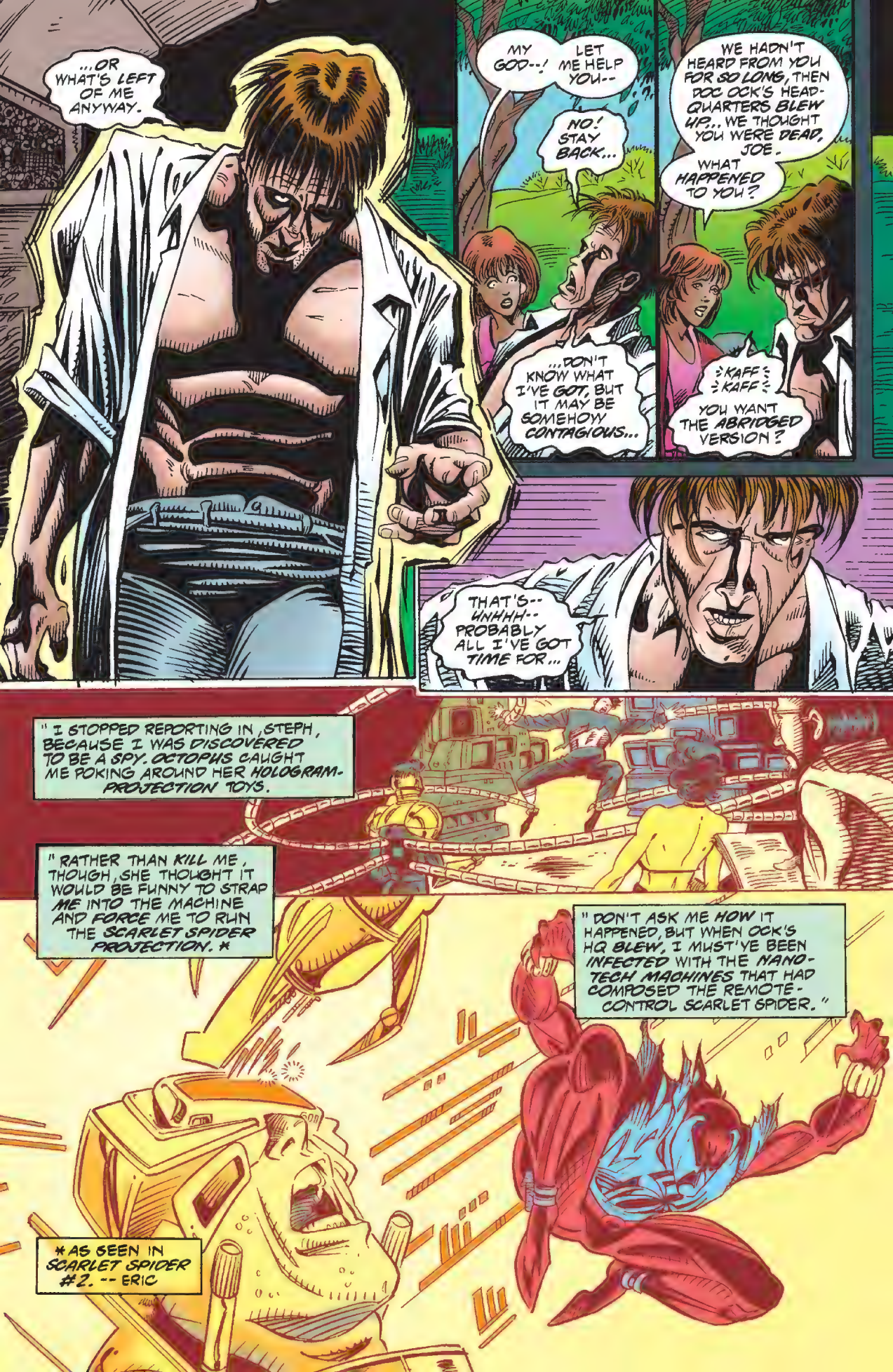
3:12 P.M.
YOU BLASTED MENACE!
I NEVER TRUSTED YOU "HEROES"!
TWO WORDS, BUDDY...
..."BITE" AND "ME."
6:29 P.M.
:TSK TSK:
THESE DAYS, EVERYONE'S AIRING THEIR DIRTY LAUNDRY IN PUBLIC...
...EVEN MAJOR METROPOLITAN BRIDGES!
AIEE!
HELLP! SOMEBODY HELP HIS!
AAAAA!
10:54 P.M.
SCARLET MAN, SCARLET MAN...
...DOES WHATEVER A... UH...
... SCARLET CAN?
WE GOT 'IM!
POOM
POOM
HUNFF!
THUPP
WATCH THE CROSSFIRE--
HOLY-- YOU OKAY, SAM?
Y-YEAH... THANK GOD.. F-FOR MY VEST...

1:26 A.M.
WHOAAA!
SOMP'S ON!
GOT TO... GET TO GROUND...
UHRRK
HNNH HNNNH HUNNH
UNHH... WEIRD... DREAM...
...NO...NOT A DREAM...
...A NIGHTMARE.


CAN'T BE HAPPENING CAN'T BE...
...WAS BAD ENOUGH... BEING FORCED BY DOC OCK TO RUN SCARLET SPIDER BY REMOTE CONTROL...
...THIS IS... TOO MUCH!
GET HOME... THINK THIS THROUGH...
SALE
SPARE KEY... RIGHT WHERE I LEFT IT...
...FIRST LUCKY BREAK... I'VE HAD IN A LONG TIME.
MAIL'S STACKED UP... IT'LL WAIT...
WADE
...HAVE TO CALL IN...
...MUST THINK I'M DEAD...
...STEPH'LL BE WORRIED...
...JUSS... CALL...
...INNNN
ZZZZZZZZ

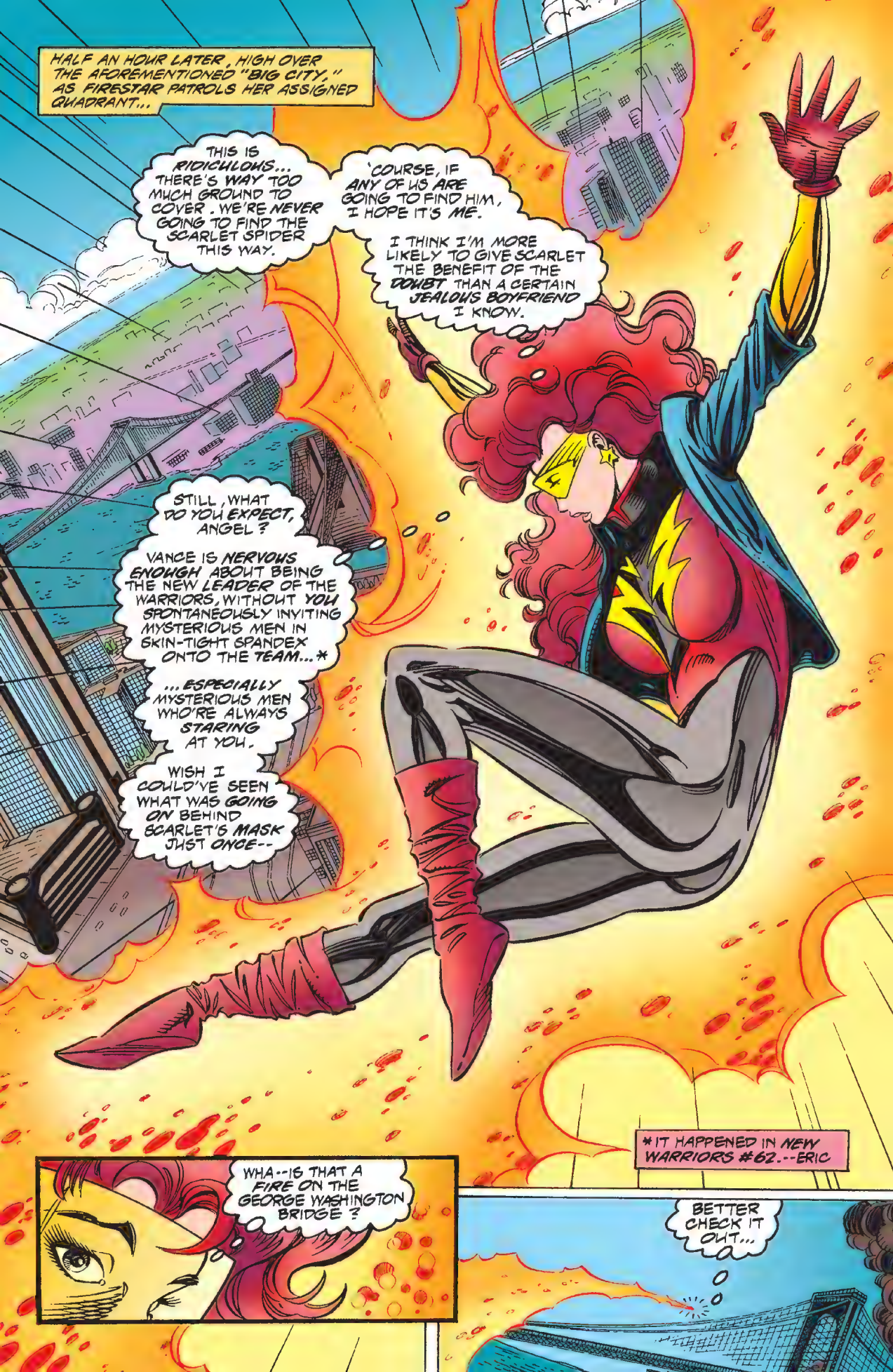
THE NEXT MORNING, HIGH OVER THE EAST SIDE HEADQUARTERS OF THE YOUNG HEROES KNOWN AS THE NEW WARRIORS...
--REALLY DON'T WANT TO HEAR ANY MORE DISCUSSION ABOUT IT, ANGEL.
WE'RE NOT WAITING AROUND ANYMORE FOR THE SCARLET SPIDER TO COME BY AND EXPLAIN HIS RECENT CRIME SPREE.
YOU SAW THE NEWS REPORTS LINKING HIM TO THE WARRIORS... HE'S BESMIRCHING OUR NAME, NOW, IN ADDITION TO HIS OWN.
IT'S TIME TO TRACK HIM DOWN AND FIND OUT JUST WHAT'S GOING ON.
JUSTICE
BUT IT'S GOT TO BE SOME KIND OF IMPOSTOR, OR MIND-CONTROL, OR SOMETHING, VANCE!
SCARLET WOULD NEVER--
FIRESTAR
POWERHOUSE
TURBO
WELL, SOMEONE'S OUT THERE DOING ALL THIS...
NOW, HERE'S HOW WE'LL SPLIT UP TO COVER THE MOST TERRITORY...
...AND WHOEVER IT IS NEEDS TO HAVE A LITTLE CHAT WITH THE NEW WARRIORS!
--RED-GARBED SUPERHUMAN CALLING HIMSELF THE SCARLET SPIDER, MOST RECENTLY SEEN IN THE COMPANY OF THE NEW WARRIORS, CONTINUED HIS RAMPAGE OF VIOLENCE AND MAYHEM YESTERDAY--
OH, MAN...


--THOUGH NO ONE WAS REPORTEDLY INJURED DURING THE SPIDER'S SPREE, A POLICE OFFICER WAS INADVERTENTLY SHOT BY ANOTHER OFFICER AND SAVED ONLY BY HIS BULLETPROOF VEST--
--WHILE SCORES OF OTHER NEW YORKERS WERE TERRIFIED AND TRAUMATIZED BY THE CHAOTIC ANTICS OF THE SPIDER-MAN-LIKE FIGURE, WHO UNTIL RECENTLY WAS CONSIDERED SOMETHING OF A LOCAL HERO--
GOT TO CALL IN-- NO MATTER HOW SCARED I AM.
GOD KNOWS WHAT THE FBI WILL DO WITH ME ONCE I TELL THEM I'VE BECOME SOME KIND OF HIGH-TECH JEKYLL AND HYDE...
...BUT IT'S NOT LIKE I HAVE MUCH OF A CHOICE.
I CAN'T HANDLE THIS ALONE.
ARRGH!
MY--MY HAND!
WHAT'S HAPPENING TO ME?!
WHO... WHO CAN HELP ME?
1-212-521-60
EASA-PHONE
"BRIGGS."
"STEPHANIE?"
"YEAH... WHO IS THIS?"
"IT'S JOE, STEPH. I'M ALIVE. AND I NEED YOUR HELP."
"I... I CANT TALK RIGHT NOW. WHERE, UH, CAN WE MEET?"
"REMEMBER THAT ARCH IN CENTRAL PARK, WHERE WE NAILED GINELLI AND HIS BOYS? THERE..."
JOE? IS THAT YOU?
IT'S ME, STEPH...


...OR WHAT'S LEFT OF ME ANYWAY.
MY GOD--! LET ME HELP YOU--
NO! STAY BACK...
...DON'T KNOW WHAT I'VE GOT, BUT IT MAY BE SOMEHOW CONTAGIOUS...
WE HADN'T HEARD FROM YOU FOR SO LONG, THEN DOC OCK'S HEADQUARTERS BLEW UP.. WE THOUGHT YOU WERE DEAD, JOE.
WHAT HAPPENED TO YOU?
:KAFF: :KAFF:
YOU WANT THE ABRIDGED VERSION?
THAT'S-- UNHHH-- PROBABLY ALL I'VE GOT TIME FOR...
"I STOPPED REPORTING IN, STEPH, BECAUSE I WAS DISCOVERED TO BE A SPY. OCTOPUS CAUGHT ME POKING AROUND HER HOLOGRAM-PROJECTION TOYS.
"RATHER THAN KILL ME, THOUGH, SHE THOUGHT IT WOULD BE FUNNY TO STRAP ME INTO THE MACHINE AND FORCE ME TO RUN THE SCARLET SPIDER PROJECTION. *
"DON'T ASK ME HOW IT HAPPENED, BUT WHEN OCK'S HQ BLEW, I MUST'VE BEEN INFECTED WITH THE NANO-TECH MACHINES THAT HAD COMPOSED THE REMOTE-CONTROL SCARLET SPIDER."
*AS SEEN IN SCARLET SPIDER #2. -- ERIC

THAT'S WHAT I REALIZED WHEN I WOKE UP THIS MORNING... THE SCARLET SPIDER HOLOGRAM IS "LIVING" INSIDE ME SOMEHOW--ALONG WITH ITS ORIGINAL PROGRAMMING!
THE MANIAC WHO'S BEEN TURNING THE CITY UPSIDE-DOWN LATELY... IT'S ME, STEPH.
THE PAIN BUILDS INSIDE ME, UNTIL I CAN'T TAKE IT ANYMORE... AND THEN HE COMES OUT.
I CAN'T STOP HIM. AND ONCE HE'S THERE, I CAN'T CONTROL HIM.
I'M TURNING MYSELF IN TO YOUR CUSTODY.
WAIT A MINUTE--
ALL I ASK IS THAT YOU STAY CLOSE TO ME ONCE STONE AND HIS BOYS'VE GOT THEIR HANDS ON ME.
I DON'T WANT TO END UP AS AN FBI LAB RAT.
JOE, I CAN'T JUST--
YOUR WRISTS!
AHRR!
IT'S-AIGHH--HAPPENING AGAIN, STEPH!
JOE--WAIT!
GOT TO GET AWAY--UNNH--BEFORE I HURT YOU!
PAIN'S--ARRGK--TOO MUCH--CAN'T STOP IT!
PLEASE, STEPH--HELP ME!

FORCE THE PAIN DOWN--
--NNNGG-- FORCE IT-- URNHH--
NOOO!
AHHH, DON'T BE SUCH A BABY!
NO PAIN, NO GAIN, RIGHT?
LOOK AT THIS... ANOTHER PERFECT DAY IN THE BIG CITY.
NOW, WHERE WAS I...?


HALF AN HOUR LATER, HIGH OVER THE AFOREMENTIONED "BIG CITY," AS FIRESTAR PATROLS HER ASSIGNED QUADRANT...
THIS IS RIDICULOUS... THERE'S WAY TOO MUCH GROUND TO COVER. WE'RE NEVER GOING TO FIND THE SCARLET SPIDER THIS WAY.
'COURSE, IF ANY OF US ARE GOING TO FIND HIM, I HOPE IT'S ME.
I THINK I'M MORE LIKELY TO GIVE SCARLET THE BENEFIT OF THE DOUBT THAN A CERTAIN JEALOUS BOYFRIEND I KNOW.
STILL, WHAT DO YOU EXPECT, ANGEL?
VANCE IS NERVOUS ENOUGH ABOUT BEING THE NEW LEADER OF THE WARRIORS, WITHOUT YOU SPONTANEOUSLY INVITING MYSTERIOUS MEN IN SKIN-TIGHT SPANDEX ONTO THE TEAM...*
...ESPECIALLY MYSTERIOUS MEN WHO'RE ALWAYS STARING AT YOU.
WISH I COULD'VE SEEN WHAT WAS GOING ON BEHIND SCARLET'S MASK JUST ONCE--
WHA--IS THAT A FIRE ON THE GEORGE WASHINGTON BRIDGE?
BETTER CHECK IT OUT...
*IT HAPPENED IN NEW WARRIORS #62.--ERIC

THIS'LL TEACH YOU IGNORANT COMMUTERS TO TAKE YOUR DAILY IRON SUPPLEMENTS...
...NOW OPEN WIDE!
SCARLET?!
SLOW SPEED
WHAT ARE YOU DOING?

NOW THAT'S WHAT I CALL SERVICE!
IT COULDN'T'VE BEEN MORE THAN TEN MINUTES AGO THAT I CALLED DOMINO'S FOR A BABE TO BE DELIVERED...
...AND HERE SHE IS, STEAMING HOT!
BY THE WAY, DID I MENTION I HAVE A TWO-FOR-ONE COUPON?
I--WHAT?
DID YOU JUST SAY--
COUPON? YEAH, I TOLD THE LADY WHEN I ORDERED THAT I HAD ONE--
OKAY...
YOU--YOU'RE GOING TO SHOW ME--?
"A GOOD TIME"? YOU KNOW IT, BABE...
...BUT FIRST YOU GET THE TONGUE!
RRMFF!
WHAT ARE YOU TALKING ABOUT? HAVE YOU GONE COMPLETELY NUTS?
WHAT THE HECK'S WRONG WITH YOU?
YOU REALLY WANNA KNOW?

SHRAK
GET OFF!
NOT YET, BUT GIVE ME A MINUTE...
HEE HEE HEE HEE HEE!
YOU'RE DISGUSTING! YOU'RE--
--METAL?
HEY, DON'T KNOCK IT TILL YOU'VE TRIED IT, BABY!
ONCE YOU'VE HAD SILVER, YOU NEVER GO BACK!
I DON'T KNOW WHAT YOU ARE...
...BUT YOU'RE NOT THE SCARLET SPIDER I KNEW!
TEKKADA
SO GIVE ME A SECOND TO CALL IN THE REST OF THE WARRIORS...
WARRRRIORS... COME OUT AND PLAAA-HAAAY...
...SO WE CAN ALL BASK IN YOUR SCINTILLATING WIT.

MEANTIME, BUDDY, YOU AND I ARE GOING TO HAVE A LITTLE TALK!
OKAY-- I THINK I CAN TALK AND WRECK THE BRIDGE AT THE SAME TIME...
YUP! I SURE CAN!
WHO ARE YOU?
WHY ARE YOU PRETENDING TO BE THE SCARLET SPIDER?
AND WHAT HAVE YOU DONE WITH HIM?
SORRY, PLEASE PHRASE YOUR QUESTIONS IN THE FORM OF AN ANSWER...
SHAKK
THWIP
EVERY ONE OF SCARLET'S POWERS-- DUPLICATED EXACTLY!
HOW? WHY?
THWUFF

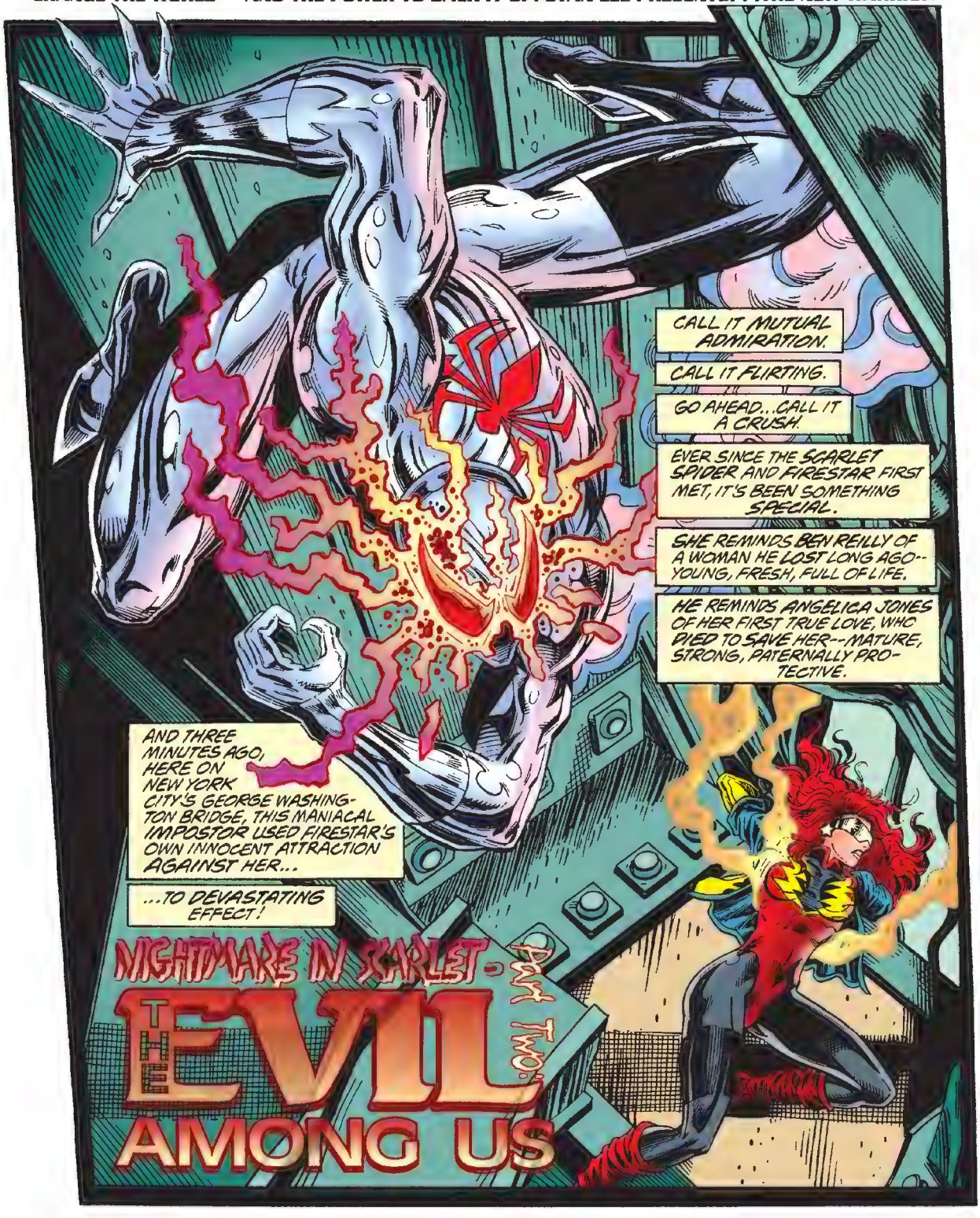
YEESH! WHAT'D THAT GIRDER EVER DO TO YOU?
REUNCH
SHRAK
NOTHING, "SCARLET"...
...JUST HELPING ME SET YOU UP!
YOU'RE SETTING ME UP? REALLY?
WHO IS SHE? IS SHE CUTE? WHAT'S SHE LIKE? IS SHE EASY? WHEN CAN I MEET HER?
KEEP BABBLING, IMPOSTOR!
NOW THAT YOU'RE HANGING OUT OVER THE WATER, WITH NO BYSTANDERS IN MY LINE OF FIRE...
...I CAN CUT LOOSE ON YOU WITH A MICROWAVE PULSE SO WIDE EVEN YOU CAN'T DODGE IT!
SHAKKT
FFFSSS
ALMOST LOOKED LIKE HIS COSTUME GOT VAPORIZED, OR SLOUGHED OFF SOMEHOW--
WHAT THE--?!
WHAT'S WITH THE COLORED SMOKE? WHAT DID I DO TO HIM?

AAAAA!
OWEEEEEEE
SOME KIND OF FORCE BEAMS--
--KNOCKED WIND OUT OF ME--
--CAN'T BREATHE--
--WHAT-- IS HE--?

AHHH! WHAT AN INCREDIBLE LEARNING EXPERIENCE, EH, CLASS? NOW WE ALL KNOW WHAT MICRO-WAVED SPIDER SMELLS LIKE!
FOR OUR NEXT LESSON, WE'LL BE EXPERIENCING THE UNMISTAKABLE AROMA...
...OF CHAR-BROILED TEENAGER!
AIN'T SCIENCE WONDERFUL?
CONTINUED IN NEW WARRIORS #67
THEN BACK HERE FOR THE FANTASTIC FINALE GUEST-STARRING SPIDER-MAN AND THE NEW WARRIORS! DON'T MISS IT!

NIGHTMARE IN SCARLET! 2 of 3
NEW WARRIORS
JAN • 67
MARVEL
SPIDER-MAN GROUP
APPROVED BY THE COMICS CODE AUTHORITY
ZACHER & PEPOY '93

JUSTICE — TELEKINETIC FURY! FIRESTAR — MUTANT MISTRESS OF MICROWAVES! SPEEDBALL — BOUNCING BUNDLE OF ENERGY! TURBO — THE HUMAN TORPEDO! POWERHOUSE — THE MODULAR SUPER HERO! SCARLET SPIDER — WEB-SLINGING WONDER! SIX YOUNG HEROES WITH THE COURAGE TO CHANGE THE WORLD — AND THE POWER TO BACK IT UP! STAN LEE PRESENTS. . .THE NEW WARRIORS


CALL IT MUTUAL ADMIRATION.
CALL IT FLIRTING.
GO AHEAD...CALL IT A CRUSH.
EVER SINCE THE SCARLET SPIDER AND FIRESTAR FIRST MET, IT'S BEEN SOMETHING SPECIAL.
SHE REMINDS BEN REILLY OF A WOMAN HE LOST LONG AGO--YOUNG, FRESH, FULL OF LIFE.
HE REMINDS ANGELICA JONES OF HER FIRST TRUE LOVE, WHO DIED TO SAVE HER--MATURE, STRONG, PATERNALLY PROTECTIVE.
AND THREE MINUTES AGO, HERE ON NEW YORK CITY'S GEORGE WASHINGTON BRIDGE, THIS MANIACAL IMPOSTOR USED FIRESTAR'S OWN INNOCENT ATTRACTION AGAINST HER...
...TO DEVASTATING EFFECT!
NIGHTMARE IN SCARLET - PART TWO.
THE EVIL AMONG US

SHE CANNA' TAKE ANY MORE O' THIS, CAP'N!

LOCK PHASERS ON TARGET, MR. SULU!

FIRE!

DWEEEE

NO!!

THWAMM

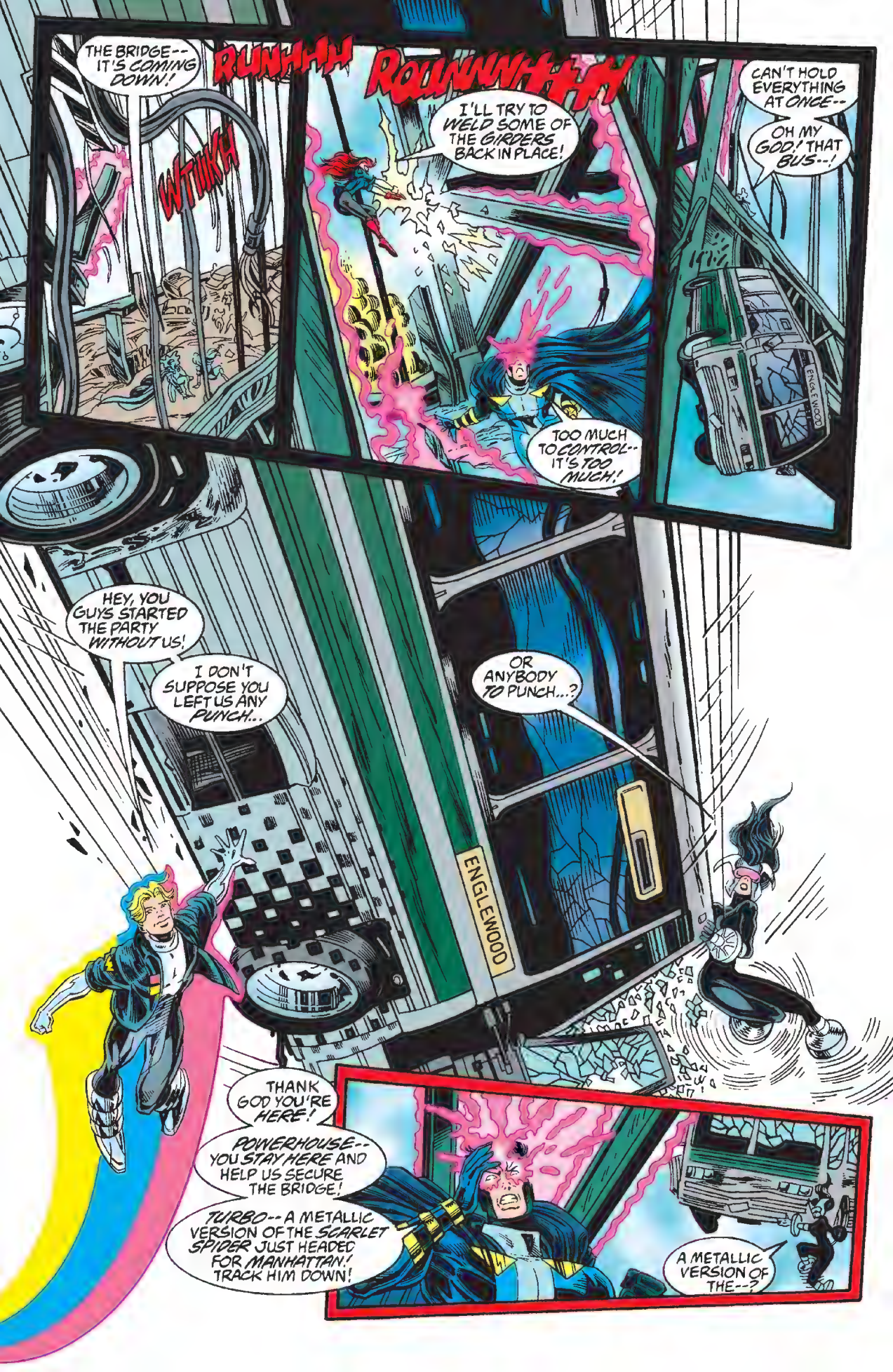
VANCE!

EVAN SKOLNICK • writer
PATRICK ZIRCHER • penciler
ANDREW PEPOY • inker
JOHN COSTANZA • letterer
JOE ROSAS • colorist
MALIBU • computer color
TOM BREVOORT • editor
BOB BUDIANSKY • chief

SWEET-HEART--ARE YOU OKAY?
I AM NOW... THANKS.
THAT'S HIM, ISN'T IT?
THE SCARLET SPIDER!
I... I DON'T KNOW...
IT IS!
I CAN'T BELIEVE YOU EVER INVITED THIS PSYCHO TO JOIN THE WARRIORS!
HE NEVER EVEN TOLD US HIS NAME, FOR GOD'S SAKE...
AHH, WHAT'S IN A NAME, RIGHT?
A SUPER HERO, BY ANY OTHER NAME...
... WOULD STILL SMELL LIKE $#*%!
WHAT HAPPENED, ANGEL? WHAT IS HE?
HEE HEE HEE HEE HEE!

I DON'T KNOW! HE LOOKED AND TALKED LIKE SCARLET AT FIRST, BUT THEN HE... UH... I HIT HIM WITH A MICRO-WAVE PULSE, AND HE TURNED INTO...THAT!*
NO WONDER HE WOULDN'T TAKE OFF HIS MASK... HE'S A ROBOT OR SOMETHING!
I CAN'T BELIEVE WE TOOK THIS...THING... INTO OUR HEADQUARTERS... TOLD HIM WHO WE ARE... RISKED EVERYTHING... BECAUSE YOU HAD A "GOOD FEELING" ABOUT HIM!
THAT'S NOT FAIR! WE BOTH KNOW THIS CAN'T BE THE SAME MAN WHO'S BEEN OUR TEAMMATE! SOMETHING'S CHANGED HIM--
NO!
"SCARLET"... THIS IS JUSTICE! WE NEED SOME ANSWERS! CAN YOU HEAR ME?
WELL, NOW HE'S CHANGED THE REPUTATION OF THE WARRIORS, ANGEL! EVERYONE KNOWS HE'S ONE OF US!
LOOK AT HIM-- HE'S STILL CHANGING!
* AS SEEN IN WEB OF SCARLET SPIDER #3! --TOM

SUUURE...
NOW, CAN YOU HEAR THIS?
IT'S BEEN FUN, KIDS!
WE'LL HAVE TO DO IT AGAIN SOMETIME!
SOME KIND OF SONIC BLAST-- CRASHING THROUGH MY SHIELDS--
AAARGH!
KTCNT
KLUMMMM

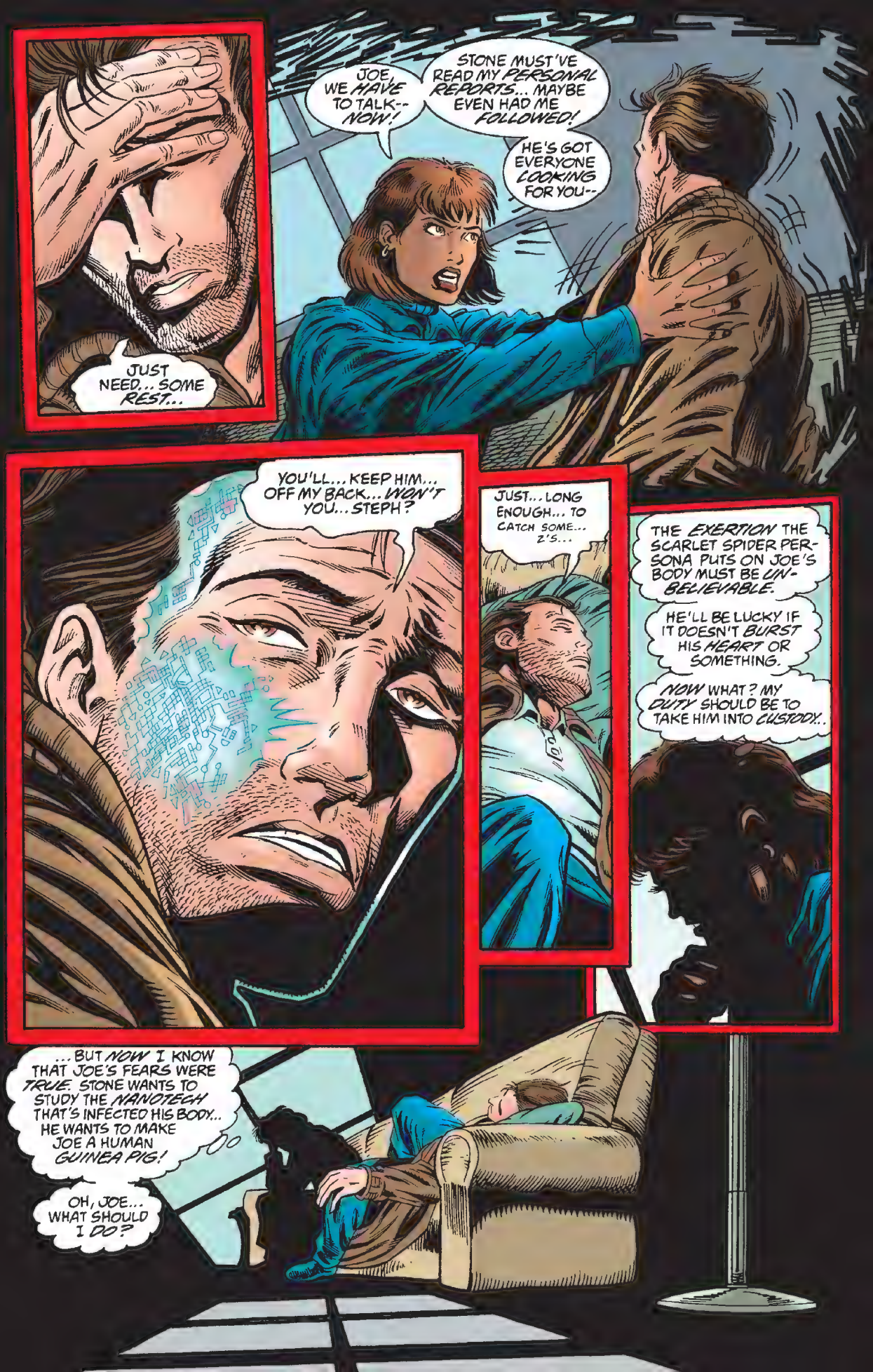

THE BRIDGE-- IT'S COMING DOWN!
WTIIKH
RUNHHH
ROUNNNHHH
I'LL TRY TO WELD SOME OF THE GIRDERS BACK IN PLACE!
CAN'T HOLD EVERYTHING AT ONCE--
OH MY GOD! THAT BUS--!
ENGLEWOOD
TOO MUCH TO CONTROL-- IT'S TOO MUCH!
HEY, YOU GUYS STARTED THE PARTY WITHOUT US!
I DON'T SUPPOSE YOU LEFT US ANY PUNCH...
OR ANYBODY TO PUNCH...?
ENGLEWOOD
THANK GOD YOU'RE HERE!
POWERHOUSE-- YOU STAY HERE AND HELP US SECURE THE BRIDGE!
TURBO-- A METALLIC VERSION OF THE SCARLET SPIDER JUST HEADED FOR MANHATTAN! TRACK HIM DOWN!
A METALLIC VERSION OF THE--?

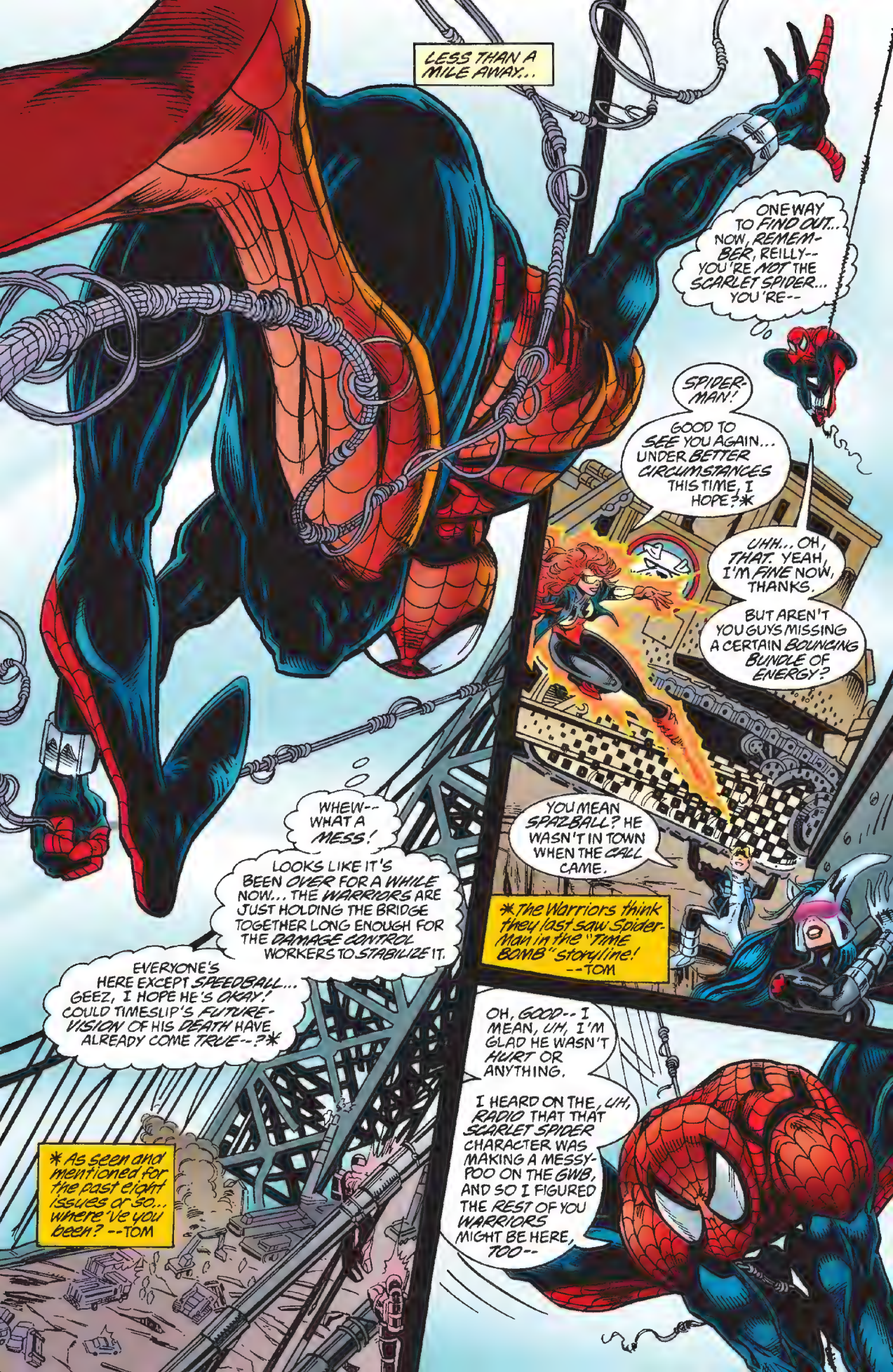
"SCARLET SPIDER, YES! NOW MOVE!"
YES, SIR.
GOOD TO KNOW WHAT I'M LOOKING FOR MR. JUSTICE, SIR.
MAN... I'M STARTING TO WONDER WHY I EVER AGREED TO GO FULL-TIME WITH THE WARRIORS.
EVERY TIME I START TO CATCH UP WITH MY CLASSES, THAT STUPID COMM-BADGE GOES OFF AGAIN...
... AND IT'S NOT LIKE I HAVE THIS BURNING DESIRE TO BE A SUPER HERO, LIKE MIKE DOES.
INSTEAD OF CHASING THE VILLAIN-OF-THE-WEEK, I COULD BE USING THE TORPEDO SUIT TO EXPLORE THE WORLD, LIKE I ORIGINALLY MEANT TO.
JUST WHY ARE YOU DOING THIS, ANYWAY, MICKEY MUSASHI?
THE UPPER WEST SIDE...
... AS THE "METALLIC VERSION OF THE SCARLET SPIDER" ABRUPTLY DROPS INTO A DARK ALLEY...
... AND JUST AS ABRUPTLY BECOMES...
HUNNH HUNH HUNH
... NOTICEABLY LESS METALLIC.
UNNHH... NOT AGAIN...
... GOT TO... GET HOME... TRY TO REMEMBER...
GREAT... NO SILVER OR SCARLET SPIDERS ANYWHERE IN SIGHT, JUST LIKE I FIGURED.
ALEX COULD'VE CAUGHT THAT BUS BY HIMSELF...
... WHICH MEANS I COULD'VE SPENT TODAY STUDYING MY SPANISH...
... IN SPAIN.
:SIGH:
... HOME...

MEANWHILE, AT THE UPPER WEST SIDE'S "DAILY GRIND" COFFEE BAR...
...OF LATE, PLACE OF EMPLOYMENT FOR A CERTAIN BEN REILLY...
...WHO IS SECRETLY THE NEW SPIDER-MAN...
...AND WHO WAS SECRETLY THE SCARLET SPIDER!
SHIRLEY, I REALLY NEED TO TAKE, UH, AN EARLY LUNCH HOUR TODAY.
OKAY IF I SPLIT?
EARLY "LUNCH" HOUR?! IT'S TEN-THIRTY IN THE MORNING!
THANKS-- BE BACK AS SOON AS I CAN...
REILLY! DID ANY OF THOSE WORDS SOUND LIKE "YES"?
FRIGGIN' UNGRATEFUL PIECE A TRASH GIVE 'EM A JOB AND THEY SCREW YOU FIRST CHANCE THEY GET GONNA DOCK HIM FOR THIS ONE
THAT DOESN'T SOUND GOOD...
BUT I'VE BEEN HOPING TO TRACK DOWN THAT NEW SCARLET SPIDER IMPOSTOR FOR DAYS, AND IT SOUNDS LIKE THE WARRIORS FOUND HIM FOR ME!
THERE'S FIRESTAR'S EMERGENCY SIGNAL... GOOD. IT'S NEARBY.
BUT WHAT AM I GOING TO SAY TO WARRIORS WHEN I SEE THEM? WILL THEY REALIZE I USED TO BE THE SCARLET SPIDER ...THEIR TEAM-MATE?
I KNOW, I'LL JUST TELL THEM THE TRUTH.
"GUYS, I KNOW I NEVER TOLD YOU WHO I REALLY AM, SO HERE IT IS... I'M PETER PARKER, BUT I THOUGHT I WAS A CLONE SO I CALLED MYSELF BEN REILLY, AND I DYED MY HAIR BLOND AND STARTED A NEW LIFE AFTER MY CLONE GAVE UP BEING SPIDER-MAN--"
YEAH, RIGHT. THEY'RE BETTER OFF BEING LEFT IN THE DARK...

--CAN'T KEEP YOU IN THE DARK ANYMORE ABOUT THIS, SO LISTEN UP, PEOPLE--
FBI HEADQUARTERS, NEW YORK CITY...
...AS OPERATIONS SUPERVISOR NELSON STONE ADDRESSES THE TROOPS...
I'VE BECOME INCREASINGLY CONVINCED THAT SPECIAL AGENT JOE WADE DID NOT DIE IN THE DESTRUCTION OF DOCTOR OCTOPUS'S HEADQUARTERS.*
WE STILL CAN'T FIND HIS BODY, AND WE KNOW THAT THE DOC OCKS--BOTH THE ORIGINAL MALE AND THE NEW FEMALE--WERE PLAYING AROUND WITH SOME HIGH-TECH MATERIALS THAT COULD POSSIBLY HAVE TRANSFORMED WADE SOMEHOW.
SINCE WE'VE BEEN UNABLE TO RECOVER ANY OF THAT TECHNOLOGY, I WANT TO SWITCH THE FOCUS OF OUR SEARCH BACK TO WADE HIMSELF...
WADE
WHAT CAUSED SUCH A SUDDEN CHANGE IN STONE'S ATTITUDE ABOUT ALL THIS?
*IN SPECTACULAR SCARLET SPIDER #2. --TOM
LAST TIME WE TALKED, HE TOLD ME TO FORGET JOE AND THE SCARLET SPIDER, AND CONCENTRATE ON RECOVERING THE TECH!*
THAT WAS BEFORE JOE HIMSELF SECRETLY CONTACTED ME... AND TOLD ME HE'S BECOME THE SCARLET SPIDER!
NOW ALL OF A SUDDEN STONE'S CONVINCED THAT JOE'S STILL ALIVE...
...SO I WANT HIM TRACKED DOWN AND BROUGHT IN ALIVE.
BENOIT, YOU'LL HANDLE ROUND-THE-CLOCK SURVEILLANCE ON WADE'S HOME...
...IT JUST DOESN'T MAKE SENSE... UNLESS STONE'S BEEN LOOKING INTO MY PERSONAL FILES!
*IN WEB OF SCARLET SPIDER #3! --TOM

LATER...
HEY, STEVE, YOU MIND IF I HANDLE THE STAKEOUT ON JOE'S HOUSE?
HE WAS MY PARTNER, AFTER ALL.
SURE, WHY NOT?
I STILL CAN'T SEE THE POINT OF STAKING OUT THE HOUSE...
"...OF A DEAD MAN..."
UNNH... ALMOST THERE... GET SOME... REST...
...STEPH...?
JOE!
...HNNNHH...
MY GOD-- IT'S GETTING WORSE, ISN'T IT?
JOE--UNNFF-- CAN'T SLEEP YET, BABE--JOE--
WE NEED TO FIGURE THIS OUT...
...SO TIRED...

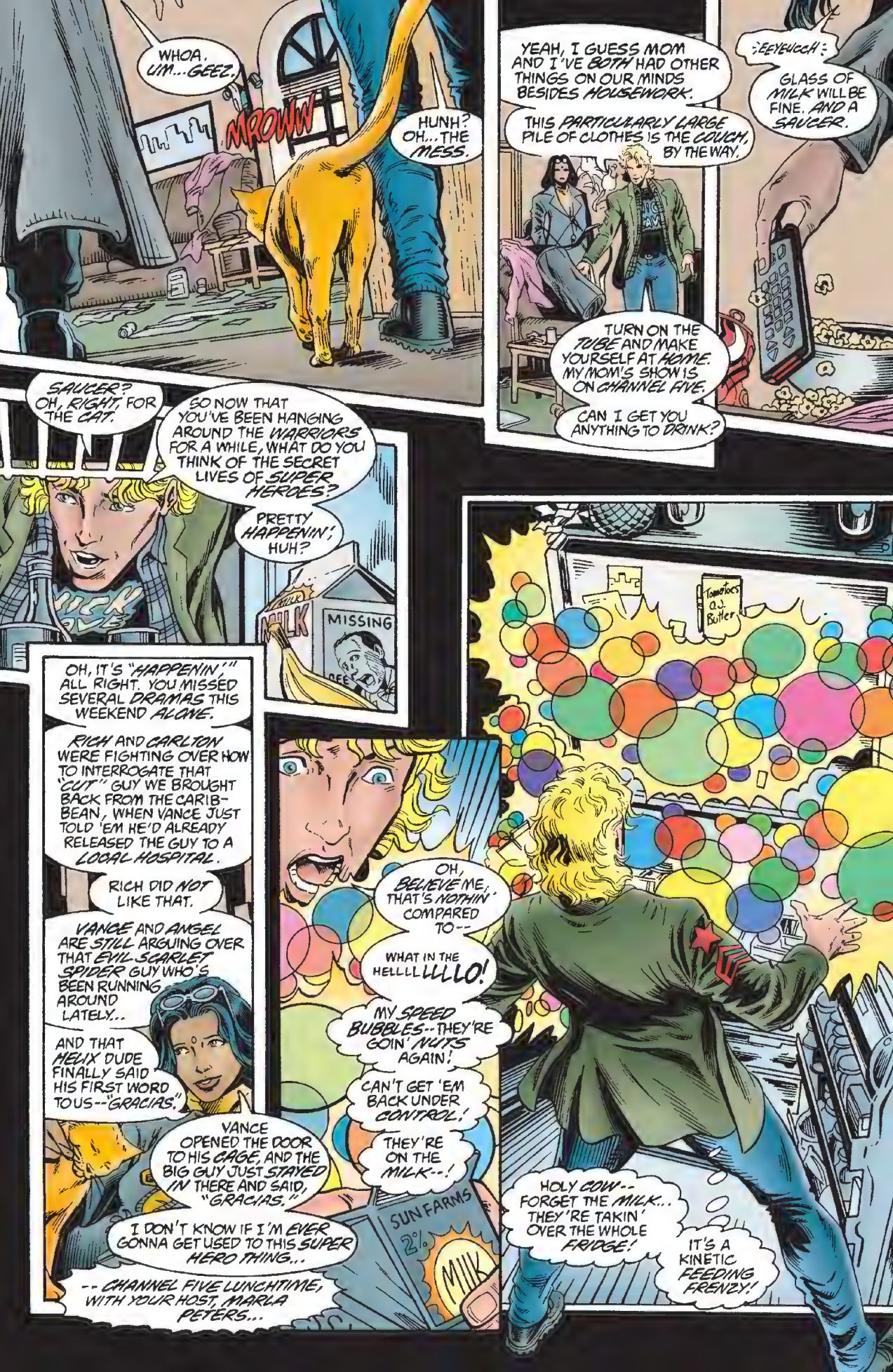

JUST NEED... SOME REST...
JOE, WE HAVE TO TALK-- NOW!
STONE MUST'VE READ MY PERSONAL REPORTS... MAYBE EVEN HAD ME FOLLOWED!
HE'S GOT EVERYONE LOOKING FOR YOU--
YOU'LL... KEEP HIM... OFF MY BACK... WON'T YOU... STEPH?
JUST... LONG ENOUGH... TO CATCH SOME... Z'S...
THE EXERTION THE SCARLET SPIDER PERSONA PUTS ON JOE'S BODY MUST BE UNBELIEVABLE.
HE'LL BE LUCKY IF IT DOESN'T BURST HIS HEART OR SOMETHING.
NOW WHAT? MY DUTY SHOULD BE TO TAKE HIM INTO CUSTODY...
...BUT NOW I KNOW THAT JOE'S FEARS WERE TRUE. STONE WANTS TO STUDY THE NANOTECH THAT'S INFECTED HIS BODY... HE WANTS TO MAKE JOE A HUMAN GUINEA PIG!
OH, JOE... WHAT SHOULD I DO?

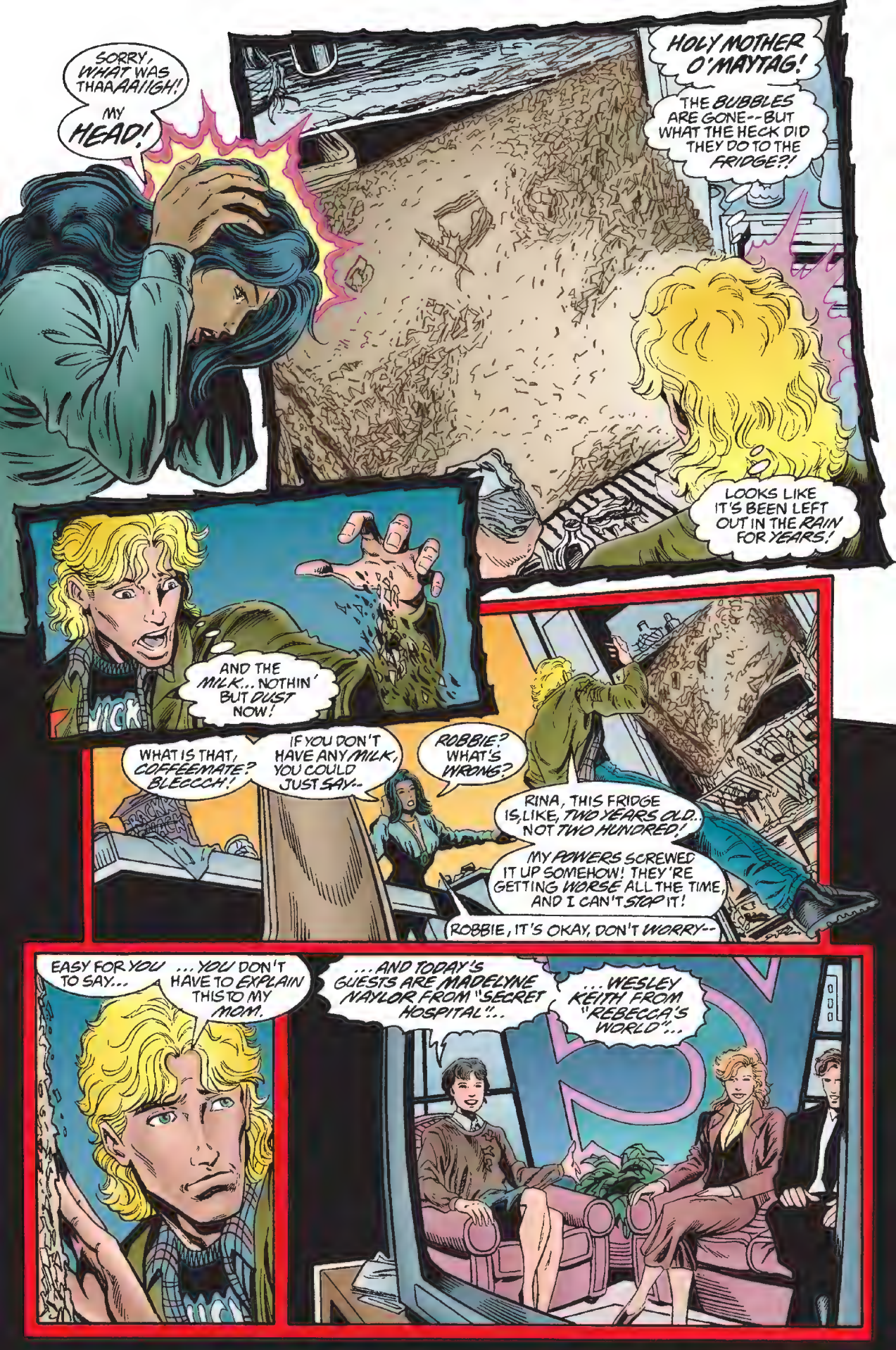

LESS THAN A MILE AWAY...
ONE WAY TO FIND OUT... NOW, REMEMBER, REILLY-- YOU'RE NOT THE SCARLET SPIDER... YOU'RE--
SPIDER-MAN!
GOOD TO SEE YOU AGAIN... UNDER BETTER CIRCUMSTANCES THIS TIME, I HOPE?*
UHH... OH, THAT. YEAH, I'M FINE NOW, THANKS.
BUT AREN'T YOU GUYS MISSING A CERTAIN BOUNCING BUNDLE OF ENERGY?
YOU MEAN SPAZBALL? HE WASN'T IN TOWN WHEN THE CALL CAME.
*The Warriors think they last saw Spider-Man in the "TIME BOMB" storyline! --TOM
OH, GOOD-- I MEAN, UH, I'M GLAD HE WASN'T HURT OR ANYTHING.
I HEARD ON THE, UH, RADIO THAT THAT SCARLET SPIDER CHARACTER WAS MAKING A MESSY-POO ON THE GWB, AND SO I FIGURED THE REST OF YOU WARRIORS MIGHT BE HERE, TOO--
WHEW-- WHAT A MESS!
LOOKS LIKE IT'S BEEN OVER FOR A WHILE NOW... THE WARRIORS ARE JUST HOLDING THE BRIDGE TOGETHER LONG ENOUGH FOR THE DAMAGE CONTROL WORKERS TO STABILIZE IT.
EVERYONE'S HERE EXCEPT SPEEDBALL... GEEZ, I HOPE HE'S OKAY! COULD TIMESLIP'S FUTURE-VISION OF HIS DEATH HAVE ALREADY COME TRUE--?*
*As seen and mentioned for the past eight issues or so... Where've you been? --TOM

SCARLET'S NOT A WARRIOR ANYMORE, SPIDER-MAN.
ANYWAY, YOU'RE TOO LATE TO HELP... IF YOU HAD BEEN HERE TEN MINUTES AGO, WE MIGHT'VE BEEN ABLE TO KEEP HIM FROM ESCAPING.
WE DON'T KNOW. FIRESTAR BURNED IT OFF OF SCARLET'S SKIN, REVEALING A METALLIC BODY UNDERNEATH.
WE WERE JUST ABOUT TO HEAD BACK TO OUR HEADQUARTERS TO ANALYZE THIS SAMPLE, AND POSSIBLY USE IT TO TRACK HIM DOWN SOMEHOW--
OH. SO... WHAT'S THAT STUFF YOU'VE GOT THERE?
WOULD YOU LIKE TO JOIN US?
ANGEL-- NOT AGAIN--!
WE COULD SHARE INFORMATION... POOL OUR RESOURCES...
OKAY, BUT I CAN'T STAY THERE LONG.
I'VE GOT TO BE BACK TO THE UPPER WEST SIDE IN AN HOUR OR SO--
HOW DO YOU KNOW OUR HEADQUARTERS ISN'T ON THE UPPER WEST SIDE?
ER... GOOD POINT. WHERE IS IT?

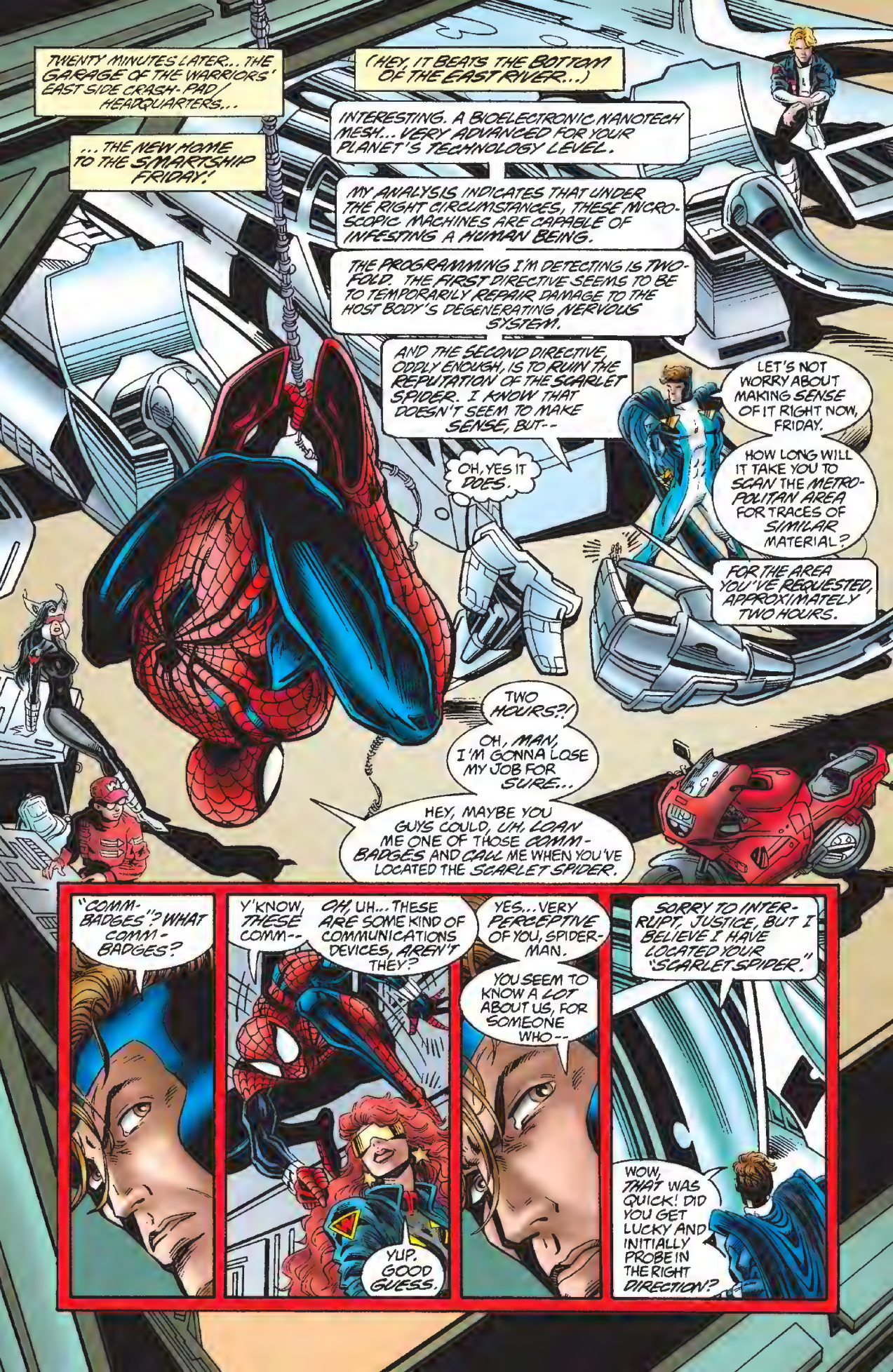
DOWNTOWN...
...IN ONE OF NEW YORK CITY'S MOST SPECTACULAR ENTRY POINTS...
OOOOKAY, NIELS, JUST TAAAAKE IT EEEEEASY..
...NO MORE TRAIN, NO MORE KITTY CARRIER, EVERYTHING'S COOL NOW, SEE?
HEY, ROBBIE! WHO'S YOUR FRIEND?
HUNH? OH, NOT YOU--!
JUST A FEW THOUSAND BUSTLING NEW YORKERS, OKAY? NOTHING TO GET EXCITED ABOUT...
...NOTHING WORTH ACTIVATING YOUR KINETIC FIELD AND BLOWING BOTH OUR COVERS IN THE MIDDLE OF GRAND CENTRAL STATION, RIGHT?
THAAAAAT'S A GOOD BOY... NOW WE'LL JUST FIND A NICE QUIET SPOT SO I CAN CALL THE WARRIORS AND FIND OUT WHAT'S GOING ON--
GEE, THANKS.
I KNOW WE'RE NOT EXACTLY BEST BUDS, BUT YOU COULD AT LEAST MASTER THE ART OF SOCIAL LYING.
ANYWAY, SINCE YOU DIDN'T ANSWER YOUR COMM-BADGE SIGNAL, THE WARRIORS THOUGHT YOU MIGHT'VE STILL BEEN IN SPRINGDALE OR IN TRANSIT WHEN IT WENT OFF...
...SO I VOLUNTEERED TO MEET YOU HERE AND LET YOU KNOW THE EMERGENCY'S OVER. EVERYONE'S FINE.

IS THAT IT?
WELL, YEAH, I MEAN, WHAT WERE YOU--
NO PORTENTS OF IMMINENT DOOM, NO TERRIFYING "FUTURE-" VISIONS...
...NOT EVEN A VAGUE WARNING ABOUT A ONE-ARMED MAN?
DON'T LOOK NOW, BABE, BUT I THINK YOU'RE SLIPPIN'...
WHOA--!
OKAY, ROBBIE... YOU'VE GOT A POINT.
BESIDES THE ONE ON YOUR HEAD, THAT IS.
I KNOW I'VE NEVER HAD ANYTHING TO SAY TO YOU EXCEPT "YOU'RE GONNA DIE."
AND I'M SORRY THAT'S HOW WE MET. I'D LIKE TO THINK I COULD BE MORE TO YOU THAN "THAT CRAZY &@#$% WITH THE SCARY DREAMS," YOU KNOW?
OKAY, RINA, I GUESS I OWE YOU THE CHANCE.
WANT TO COME BACK TO MY PLACE?
ROBBIE!
I DIDN'T MEAN--
HENH HENH. NEITHER DID I.
MY MOM'S GOING TO BE ON A LOCAL NOON-TIME NEWS SHOW TO PROMOTE THE SOAP OPERA SHE ACTS ON, AND SHE SAID SHE WAS GONNA TRY TO SNEAK MY NAME IN.
I WAS HOPING TO GET HOME IN TIME TO CATCH IT. WANT TO JOIN ME?
WELLLL... OKAY, BUT DON'T TRY ANYTHING FUNNY.
TO START WITH, YOU'RE WAY TOO YOUNG FOR ME.
"TOO YOUNG"? YOU WOUND ME, PRINCESS. I'M MORE EXPERI-ENCED THAN YOU PROB--
I'M SURE YOU ARE, STUD-MUFFIN. BUT I PROMISE YOU, NO MATTER HOW FAST YOUR "MOVES" MIGHT BE...
...I'LL BE FASTER.


WHOA. UM...GEEZ.
MROWW
HUNH? OH...THE MESS.
YEAH, I GUESS MOM AND I'VE BOTH HAD OTHER THINGS ON OUR MINDS BESIDES HOUSEWORK.
THIS PARTICULARLY LARGE PILE OF CLOTHES IS THE COUCH, BY THE WAY.
:EEYEUGH:
GLASS OF MILK WILL BE FINE, AND A SAUCER.
TURN ON THE TUBE AND MAKE YOURSELF AT HOME. MY MOM'S SHOW IS ON CHANNEL FIVE.
CAN I GET YOU ANYTHING TO DRINK?
SAUCER? OH, RIGHT, FOR THE CAT.
SO NOW THAT YOU'VE BEEN HANGING AROUND THE WARRIORS FOR A WHILE, WHAT DO YOU THINK OF THE SECRET LIVES OF SUPER HEROES?
PRETTY HAPPENIN', HUH?
MISSING
OH, IT'S "HAPPENIN'" ALL RIGHT. YOU MISSED SEVERAL DRAMAS THIS WEEKEND ALONE.
RICH AND CARLTON WERE FIGHTING OVER HOW TO INTERROGATE THAT "CUT" GUY WE BROUGHT BACK FROM THE CARIBBEAN, WHEN VANCE JUST TOLD 'EM HE'D ALREADY RELEASED THE GUY TO A LOCAL HOSPITAL.
RICH DID NOT LIKE THAT.
VANCE AND ANGEL ARE STILL ARGUING OVER THAT EVIL SCARLET SPIDER GUY WHO'S BEEN RUNNING AROUND LATELY..
AND THAT HELIX DUDE FINALLY SAID HIS FIRST WORD TOUS--"GRACIAS."
VANCE OPENED THE DOOR TO HIS CAGE, AND THE BIG GUY JUST STAYED IN THERE AND SAID, "GRACIAS."
I DON'T KNOW IF I'M EVER GONNA GET USED TO THIS SUPER HERO THING...
-- CHANNEL FIVE LUNCHTIME, WITH YOUR HOST, MARLA PETERS...
OH, BELIEVE ME, THAT'S NOTHIN' COMPARED TO--
WHAT IN THE HELLLLLLLLO!
MY SPEED BUBBLES--THEY'RE GOIN' NUTS AGAIN!
CAN'T GET 'EM BACK UNDER CONTROL!
THEY'RE ON THE MILK--!
SUN FARMS
2%
MILK
Tomotocs a.j. Butler
HOLY COW-- FORGET THE MILK... THEY'RE TAKIN' OVER THE WHOLE FRIDGE!
IT'S A KINETIC FEEDING FRENZY!

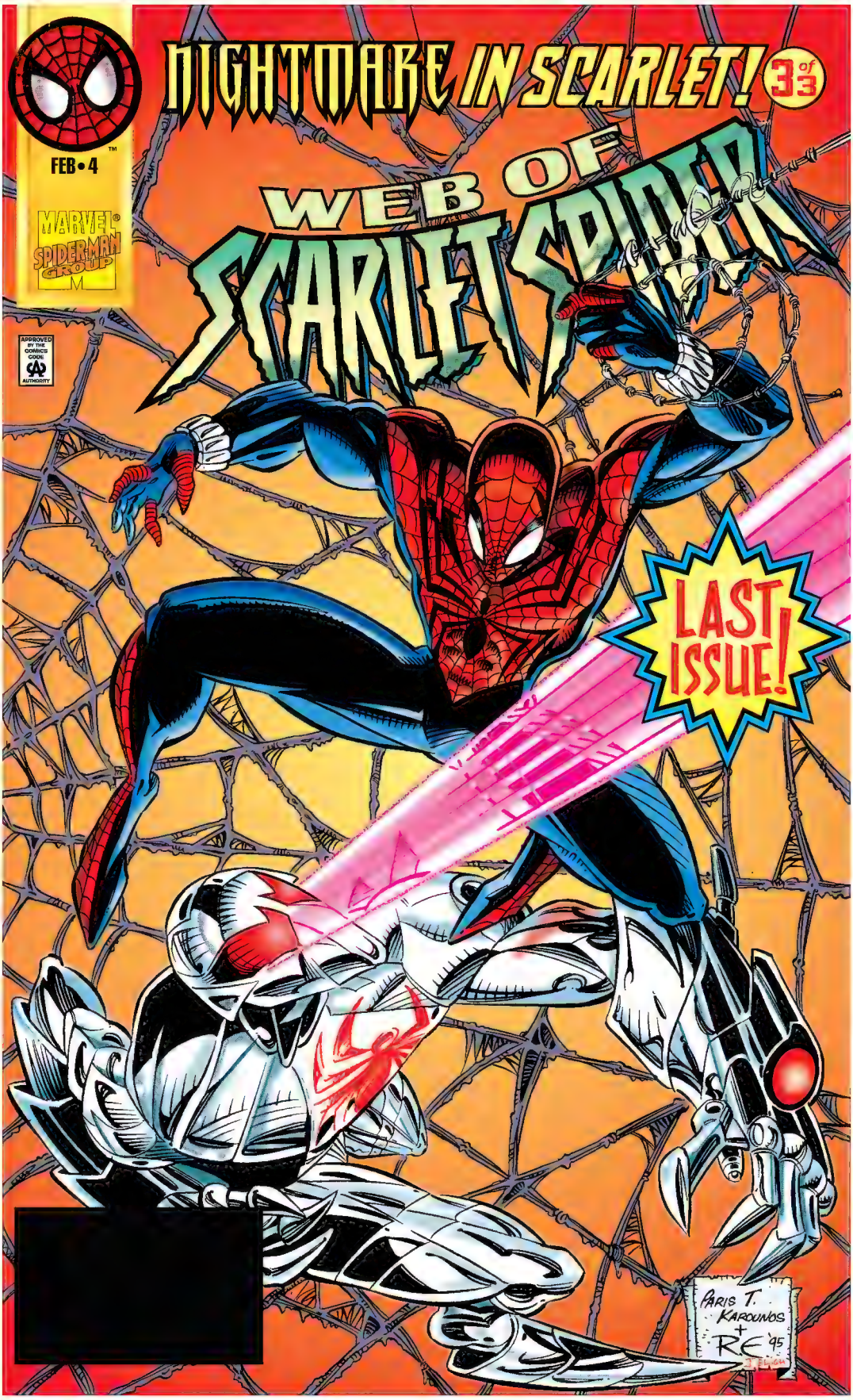

SORRY, WHAT WAS THAAAAIIGH!
MY HEAD!
HOLY MOTHER O'MAYTAG!
THE BUBBLES ARE GONE--BUT WHAT THE HECK DID THEY DO TO THE FRIDGE?!
LOOKS LIKE IT'S BEEN LEFT OUT IN THE RAIN FOR YEARS!
AND THE MILK... NOTHIN' BUT DUST NOW!
WHAT IS THAT, COFFEEMATE? BLECCCH!
IF YOU DON'T HAVE ANY MILK, YOU COULD JUST SAY--
ROBBIE? WHAT'S WRONG?
RINA, THIS FRIDGE IS, LIKE, TWO YEARS OLD.. NOT TWO HUNDRED!
MY POWERS SCREWED IT UP SOMEHOW! THEY'RE GETTING WORSE ALL THE TIME, AND I CAN'T STOP IT!
ROBBIE, IT'S OKAY, DON'T WORRY--
EASY FOR YOU TO SAY...
...YOU DON'T HAVE TO EXPLAIN THIS TO MY MOM.
...AND TODAY'S GUESTS ARE MADELYNE NAYLOR FROM "SECRET HOSPITAL"...
...WESLEY KEITH FROM "REBECCA'S WORLD"...

...GREGORY ADAMS FROM "RUDE TUESDAYS"
...AND MELANIE DAWNE FROM "THE YOUNG AND THE BEAUTIFUL"
FIGHT IT, JOE--FIGHT IT!
THANK YOU ALL FOR COMING TODAY...
...PAIN'S TOO MUCH, STEPH--CAN'T STOP IT. GET AWAY. SAVE YOURSELF
RUN!!
YOU DON'T HEAR VERY WELL, DO YOU, SWEETIE?
OH GOD--
UNNH!H
SWAK
--WELL, WE MUST BE DOING SOMETHING RIGHT, MARLA, BECAUSE MILLIONS OF PEOPLE STILL WATCH US EVERY WEEKDAY AT TWO...
MILLIONS OF PEOPLE, HUH?
WAIT'LL THEY GET A LOAD OF ME...
YOU SHOULD TRY MIRACLE EAR... IT'S SO SMALL, ONLY YOU'LL KNOW IT'S THERE!


TWENTY MINUTES LATER... THE GARAGE OF THE WARRIORS' EAST SIDE CRASH-PAD/ HEADQUARTERS...
...THE NEW HOME TO THE SMARTSHIP FRIDAY!
(HEY, IT BEATS THE BOTTOM OF THE EAST RIVER...)
INTERESTING. A BIOELECTRONIC NANOTECH MESH... VERY ADVANCED FOR YOUR PLANET'S TECHNOLOGY LEVEL.
MY ANALYSIS INDICATES THAT UNDER THE RIGHT CIRCUMSTANCES, THESE MICROSCOPIC MACHINES ARE CAPABLE OF INFESTING A HUMAN BEING.
THE PROGRAMMING I'M DETECTING IS TWOFOLD. THE FIRST DIRECTIVE SEEMS TO BE TO TEMPORARILY REPAIR DAMAGE TO THE HOST BODY'S DEGENERATING NERVOUS SYSTEM.
AND THE SECOND DIRECTIVE, ODDLY ENOUGH, IS TO RUIN THE REPUTATION OF THE SCARLET SPIDER. I KNOW THAT DOESN'T SEEM TO MAKE SENSE, BUT--
OH, YES IT DOES.
LET'S NOT WORRY ABOUT MAKING SENSE OF IT RIGHT NOW, FRIDAY.
HOW LONG WILL IT TAKE YOU TO SCAN THE METROPOLITAN AREA FOR TRACES OF SIMILAR MATERIAL?
FOR THE AREA YOU'VE REQUESTED, APPROXIMATELY TWO HOURS.
TWO HOURS?!
OH, MAN, I'M GONNA LOSE MY JOB FOR SURE...
HEY, MAYBE YOU GUYS COULD, UH, LOAN ME ONE OF THOSE COMM-BADGES AND CALL ME WHEN YOU'VE LOCATED THE SCARLET SPIDER.
"COMM-BADGES"? WHAT COMM-BADGES?
Y'KNOW, THESE COMM--
OH, UH... THESE ARE SOME KIND OF COMMUNICATIONS DEVICES, AREN'T THEY?
YUP. GOOD GUESS.
YES... VERY PERCEPTIVE OF YOU, SPIDER-MAN.
YOU SEEM TO KNOW A LOT ABOUT US, FOR SOMEONE WHO--
SORRY TO INTERRUPT, JUSTICE, BUT I BELIEVE I HAVE LOCATED YOUR "SCARLET SPIDER."
WOW, THAT WAS QUICK! DID YOU GET LUCKY AND INITIALLY PROBE IN THE RIGHT DIRECTION?

SO YOU LIKE MELODRAMA, HUH?
CONNIVING VILLAINS?
GORGEOUS, STAR-CROSSED LOVERS?
"EXCITEMENT IN THE AFTERNOON," RIGHT? WELL, GOOD!
NO, BUT I MAKE A HABIT OF MONITORING ALL BROADCAST TRANSMISSIONS IN MY VICINITY...
...AND THERE'S SOMETHING ON CHANNEL FIVE I BELIEVE YOU'LL ALL WANT TO SEE...
SIT BACK AND ENJOY, HOUSEWIVES OF NEW YORK... DAYTIME TV JUST GOT A LOT MORE EXCITING! NOW TELL ME, CAN YOU GUESS...
...WHICH ONE OF THESE SOAP STARS THE SCARLET SPIDER IS GONNA KILL?
OH MY GOD!
HOLY $#!:%-- MOM!
THAT SCARLET SPIDER DILLWEED--
--JUST TOOK THE WRONG WOMAN HOSTAGE!
THE MOTHER OF SPEEDBALL!
THWAPP

NO, ROBBIE!
HUNH?!
I HAVE THIS HORRIBLE FEELING THAT THIS COULD BE WHAT LEADS TO MY FUTURE-VISION... OF YOUR DEATH!
DON'T GO--
WHUNNH!
YOU STILL DON'T GET IT, DO YA, "TIME-SLIP"?
... THEN I GUESS THAT'S THE WAY IT'S GONNA BE!
THIS "SUPER HERO THING" ISN'T JUST ABOUT FUN AND GAMES-- IT'S ABOUT TRYING TO CHANGE THE FUTURE FOR THE BETTER!
YOU KEEP TALKING ABOUT THE FUTURE LIKE THERE'S NOTHING WE CAN DO TO AFFECT IT... LIKE IT'S DESTINY OR SOMETHIN'!
FINE THEN, RINA-- IF IT'S MY DESTINY TO DIE TRYING TO SAVE THE LIFE OF MY MOM...
CONCLUDED IN WEB OF SCARLET SPIDER #41
THEN... IN NEW WARRIORS #68 ...IT BEGINS! THE MOST DREADED EPIC IN WARRIORS HISTORY...
FUTURE SHOCK
YOU (and the Warriors) HAVE BEEN WARNED!


NIGHTMARE IN SCARLET! 3 of 3
FEB • 4
MARVEL SPIDER-MAN GROUP
APPROVED BY THE COMICS CODE AUTHORITY
WEB OF SCARLET SPIDER
LAST ISSUE!
PARIS T. KAROUNOS + RE '95

WHO SAYS PEOPLE DON'T PAY ATTENTION TO TELEVISION ADVERTISING ANYMORE ?
NOT MORE THAN THIRTY SECONDS AGO, A METALLIC MONSTROSITY CALLING ITSELF THE SCARLET SPIDER TOOK FIVE PEOPLE HOSTAGE ON LIVE TV..
... INVITING THE WORLD TO GUESS WHICH CAPTIVE HE WOULD KILL FIRST!*
AND JUST LOOK AT THE RESPONSE. NOT ONLY ARE SPIDER-MAN AND THE NEW WARRIORS RACING TO THE SCENE AT TOP SPEED...
* AS SEEN IN NEW WARRIORS #67! --ERIC
... BUT SPEEDBALL, WHOSE MOTHER IS AMONG THOSE HELD HOSTAGE, HAS ALREADY REACHED THE CHAOTIC TV STUDIO BUILDING IN NEW YORK CITY'S WALL STREET FINANCIAL DISTRICT!
NOW THAT'S EFFECTIVE ADVERTISING.
BUT, AS EVEN VIEWERS WHO COMPULSIVELY USE THE "MUTE" SWITCH CAN PROBABLY TELL...

...THE SCARLET SPIDER ISN'T PARTICULARLY WORRIED!
STAN LEE PRESENTS:
NIGHTMARE IN SCARLET
PART 3
RED REIGN
THAT'S RIGHT, NEW YORK... ONE OF THESE FINE FOLKS IS GOING TO BITE IT, RIGHT BEFORE YOUR EYES, COURTESY OF THE SCARLET SPIDER!
BUT IF THOSE CAMERAS GO DARK, THEN REST ASSURED... EVERYONE IN THIS ROOM IS GONNA DIE!
HEE HEEHEE HEEHEE!
HE SLICES HE DICES, HE'S SELF-CLEANING...
WELL, FOR THE MOST PART, ANYWAY...
...NOW HOW MUCH WOULD YOU PAY?
EVAN SKOLNICK STORY
PARIS KARAMNOS PENCILS
RANDY EMBERLIN INKS
STEVE DUTRO LETTERS
TOM SMITH COLORS
MALIBU SEPARATIONS
ERIC FEIN EDITS
BOB BUDIANSKY CHIEF
ON AIR

BACK OFF, YA OVERGROWN SPIDER-ZORD!
THWAMM
EWW! WHAT'S THE DEAL WITH YOUR HAIR, KID?
YOUR HEAD GET CAUGHT IN A COTTON CANDY MACHINE, OR WHAT?
ROB-- I MEAN, SPEEDBALL!
EVERYONE RUN FOR IT-- LEAVE THIS TIN MAN UP TO THE MASKED MARVEL!
POING
GET OUT OF HERE, YOU LITTLE TWERP!
"STAR SEARCH" IS IN THE NEXT STUDIO OVER!
KTOW KTOW
POING
KRAKT
YOU HEARD THE CRAZY KID--LET'S MOVE!
BUT... THAT "CRAZY KID" IS MY SON!
OH ROBBIE, I HOPE YOU KNOW WHAT YOU'RE DOING!
SO YOU THINK YOU'RE FUNNY, HUNH?
A REGULAR SILVER-TONGUED WONDER?
WELL, HERE'S SOMETHING FOR YOU TO CHEW ON...
EAT HOT KINETIC BUBBLE DEATH!
OHHH!

MIDTOWN... THE FBI'S NEW YORK OFFICES...
LET'S MOVE!
THIS HOSTAGE SITUATION HAS SOMETHING TO DO WITH OUR AGENT JOE WADE'S DISAPPEARANCE... I'M SURE OF IT!
I WANT EVERY AVAILABLE AGENT DOWN THERE, PRONTO!
WILL DO, MR. STONE.
WE'RE TAKING THAT SCARLET SPIDER CHARACTER IN-- AND I WANT HIM ALIVE!
WAIT, MORRISON-- DON'T CALL BRIGGS IN. SHE'S TOO... CLOSE TO ALL OF THIS.
OOKAY...
NOW LET'S ROLL!
SCREEEE

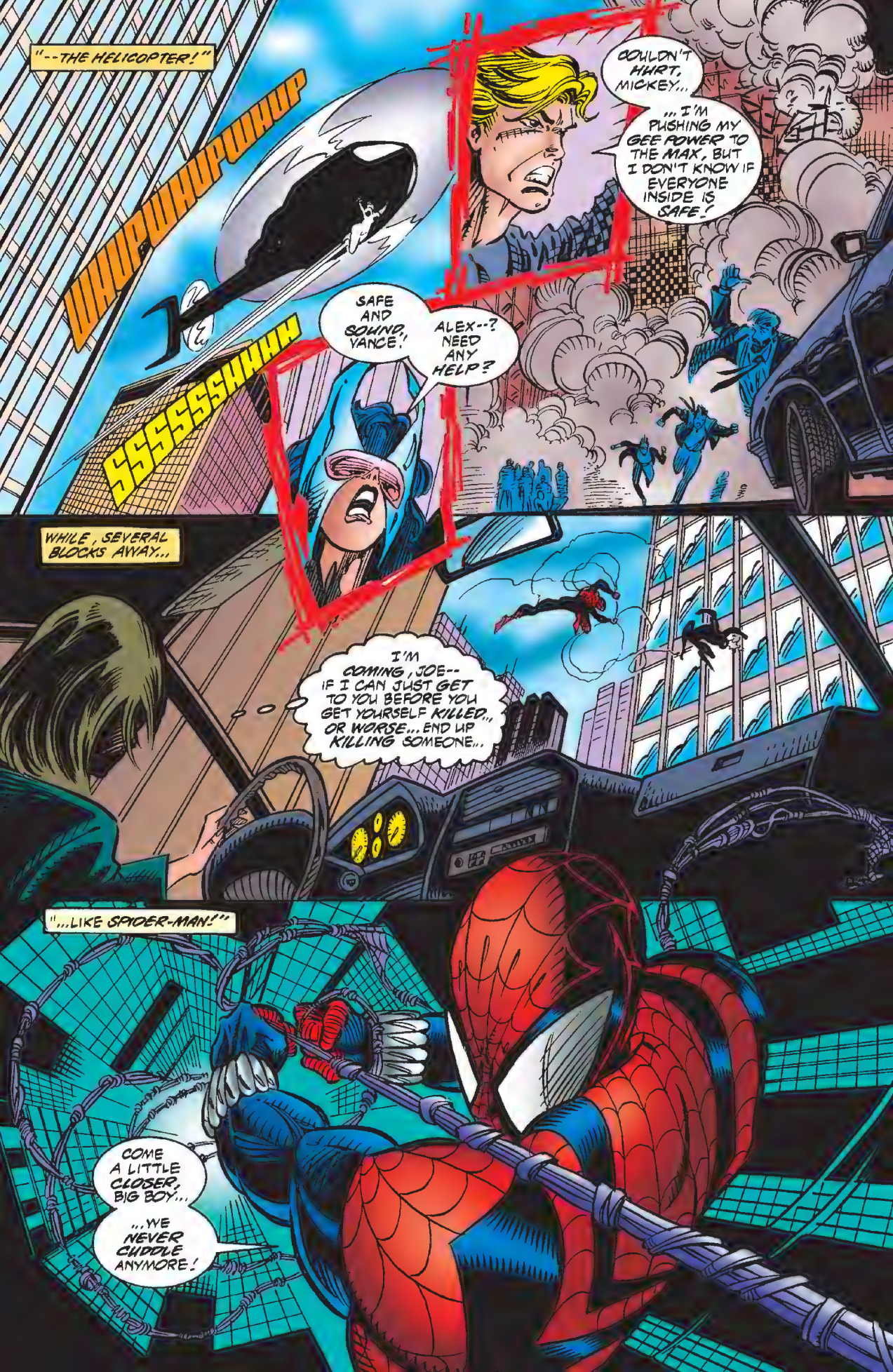
WEEOOEE
ELSEWHERE...
COME ON, BRIGGS... MOVE IT!
THIS MAY BE THE LAST CHANCE YOU'RE GOING TO GET TO SAVE WHAT'S LEFT OF YOUR PARTNER.
HAVE TO GET IT CLEAR IN MY HEAD FIRST... PLAY IT ALL BACK.
JOE WADE WAS ASSIGNED UNDERCOVER DUTY WITHIN DOCTOR OCTOPUS'S CRIMINAL ORGANIZATION...
...BUT HE WAS DISCOVERED AND FORCED BY DOC OCK TO RUN THE HOLOGRAPHICALLY PROJECTED VERSION OF THE SCARLET SPIDER, AS OCK WORKED TO RUIN THE REPUTATION OF THE REAL SCARLET SPIDER!
WHEN DOC OCK'S HEADQUARTERS BLEW UP, JOE WENT MISSING AND WE THOUGHT HE WAS PROBABLY DEAD.
BUT NOW I KNOW... THE EXPLOSION SOMEHOW FUSED JOE TO THE VIRTUAL REALITY SETUP AND INFECTED HIM WITH A PAINFUL, DEGENERATIVE NERVE DISEASE...
...AND IT ALSO INFECTED HIM WITH NANOTECH BITS WHICH STAVE OFF HIS NERVE DISEASE, BUT AT THE COST OF TURNING HIM INTO THE NEW, EVIL SCARLET SPIDER!
HONK
S.C.REEEE
I'VE GOT TO TRY TO REACH JOE SOMEHOW... HELP HIM DEFEAT THE SCARLET SPIDER INFECTION BEFORE IT MAKES HIM DO SOMETHING TRULY HORRIBLE...
...AND BEFORE NELSON STONE GETS HIS SLIMY HANDS ON JOE AND TURNS HIM INTO AN FBI LAB RAT!
WEEOOEE
RRRRT

WHAT'S THAT? NOW THE CAMERAS HAVE GONE DARK?
CHIEF, WE'RE HERE TO TAKE THAT LUNATIC OUT AND SAVE THE HOSTAGES.
HAS ANYTHING ELSE HAPPENED THAT WE SHOULD KNOW ABOUT?
NOT MORE OF YOU SUPER-TIGHTS-- WE DON'T WANT YOU HERE!
SIR, THE SCARLET SPIDER IS OUR PROBLEM, AND WE INTEND TO DEAL WITH IT!
WE'VE GOT WAYS OF HELPING THAT YOU PROBABLY DON'T EVEN--
LOOK, PAL, I'M NOT THE ONE WHO NEEDS HELP!
Y'KNOW, THE MORE I LISTEN TO YOU, SPIDER-MAN... THE MORE I THINK I KNOW WHO YOU REALLY ARE!
YOU'VE GOT TO BE KIDDING ME!
IF YOU DON'T NEED OUR HELP, THEN WHO DOES?!
SOME JERK WHO'S TRYING TO PLAY HERO!
WHO--?
THE GUY WHO'S ALREADY UP THERE!

TH-CHOOM
HIM.
BASEBALL SEASON'S LONG OVER, SPEEDY-- TIME TO DUST OFF YOUR SNAPPY PATTER!
HOOO-LY COW!
IT'S A LINE DRIVE, RIGHT UP THE MIDDLE!
MIGHT'A HURT, TOO, IF IT HADN'T BEEN FOR MY HANDY-DANDY KINETIC FIELD!
UH... LITTLE HELP?
TURBO?
I GOT IT! I GOT IT!
"IT"?
YOU CAN CRITICIZE SPEEDBALL'S JOKES ALL YOU WANT, BUT IT LOOKS LIKE HE GOT THE JOB DONE...
'CAUSE THERE'S THE SCARLET SPIDER, AND HE DOESN'T HAVE ANY MORE HOSTAGES!
GOOD-- THEN WE CAN FINALLY CUT LOOSE ON THIS... THIS...
SAY IT...

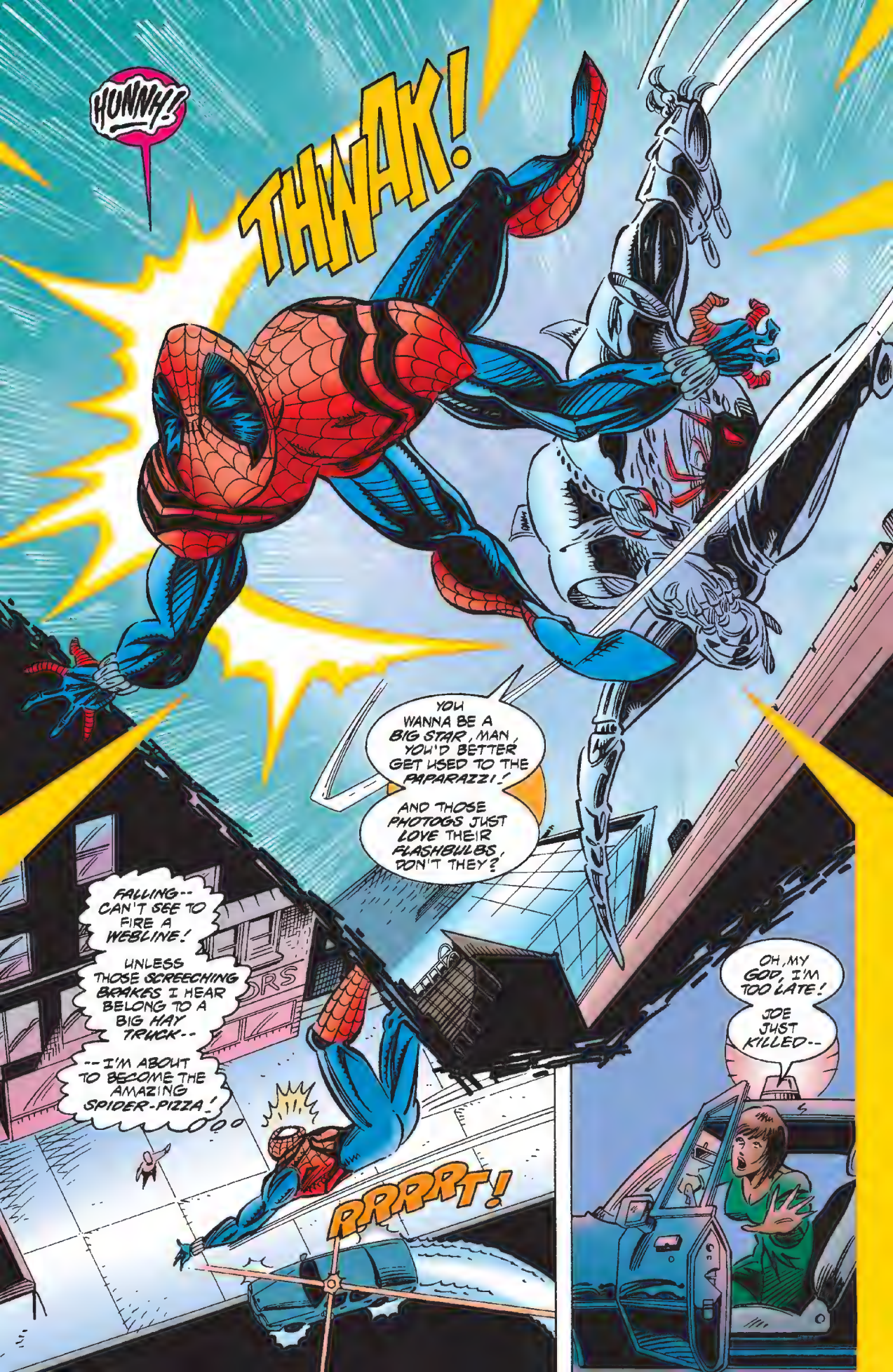
...DON'T SPRAY IT!
LOOK OUT-- HE'S FIRING OFF ANOTHER SONIC BLAST-- AHHRR!
WHUMMMMMMMMM
TRYING TO MOVE IN FOR A BETTER SHOT--
--WHOOA!
MAYDAY! MAYDAY!
WE'VE BEEN HIT BY SOME KIND OF CONCUSSION WAVE!

OOOH, JUST LOOK THE TIME!
I'M RUNNING LATE FOR MY FACIAL!
SORRY TO LEAVE YOU HOME ALONE, KIDS, BUT I'VE REALLY GOT TO--
--FLY?
THWIP
WHAT'S THIS? AN UNINVITED PASSENGER?
WE DON'T TAKE KINDLY TO STOWAWAYS ON THIS AIRLINE, BUDDY!
NAH? HOW ABOUT HIJACKERS, THEN?
'CAUSE I'M TAKING THIS "PLANE" DOWN!
I'VE GOT THE FALLING DEBRIS! NOW...
POWERHOUSE--DEGRAVITIZE THE BUILDING BEFORE IT COLLAPSES!
FIRESTAR, SPEEDY--SEE TO THE SAFETY OF EVERYONE INSIDE!
THRBO--


"--THE HELICOPTER!"
WHUPWHUPWHUP
SSSSSSHHHH
COULDN'T HURT, MICKEY...
...I'M PUSHING MY GEE POWER TO THE MAX, BUT I DON'T KNOW IF EVERYONE INSIDE IS SAFE!
SAFE AND SOUND, VANCE!
ALEX--? NEED ANY HELP?
WHILE, SEVERAL BLOCKS AWAY...
I'M COMING, JOE-- IF I CAN JUST GET TO YOU BEFORE YOU GET YOURSELF KILLED... OR WORSE... END UP KILLING SOMEONE...
"...LIKE SPIDER-MAN!"
COME A LITTLE CLOSER, BIG BOY...
...WE NEVER CUDDLE ANYMORE!

DON'T KNOW WHO YOU ARE OR HOW THIS HAPPENED, BUT I SWEAR...
...THIS NIGHTMARE ENDS HERE AND NOW!
HEE HEEHEE HEEHEE HEE!
...IF YOU DIDN'T EAT SO LATE, YOU WOULDN'T BE HAVING NIGHTMARES!
HEY, IT'S YOUR OWN FAULT...
...YOU'RE ABOUT TO PAY FOR COPYING MY OLD COSTUME... STEALING MY FORMER NAME... AND WRECKING MY REPUTATION!
YEAH, LAUGH IT UP, TEFLON BOY...
WHAT WAS THAT?!
WHOA-- YOUR HEAD!
YOW!
OWEEE
NEVER MIND MY HEAD...

...IF YOU USED TO BE THE SCARLET SPIDER, THEN IT'S YOUR HEAD WE SHOULD BE TALKING ABOUT!
BECAUSE NOW I'M GOING TO HAVE TO HAVE IT...
...ON A SILVER PLATTER!
HMM... THAT WASN'T THE REACTION I WAS HOPING FOR.
WAIT--HIS EYES STARTING TO SPARK AGAIN-- PREPARING TO UNLEASH SOME KIND OF--
THWUP
THWUP
SHRAK
--LIGHT BURST!
SPIDER-SENSE WARNED ME IN TIME, BUT THE FLASH BURNED RIGHT THROUGH MY EYELIDS!
I'M... BLIND!
S'MATTER, "SPIDEY"? CAN'T STAND BEING IN THE LIMELIGHT?


HUNNH!
THWAK!
YOU WANNA BE A BIG STAR, MAN, YOU'D BETTER GET USED TO THE PAPARAZZI!
AND THOSE PHOTOGS JUST LOVE THEIR FLASHBULBS, DON'T THEY?
FALLING-- CAN'T SEE TO FIRE A WEBLINE!
UNLESS THOSE SCREECHING BRAKES I HEAR BELONG TO A BIG HAY TRUCK--
--I'M ABOUT TO BECOME THE AMAZING SPIDER-PIZZA!
RRRRT!
OH, MY GOD, I'M TOO LATE!
JOE JUST KILLED--

SPIDER-MAN?!
I THOUGHT YOU HAD THIS WHOLE "WEB-SLINGING" THING DOWN TO A SCIENCE! ISN'T IT LIKE RIDING A BIKE?
ANGEL... THANK GOD...
AW, NO! I DID IT AGAIN!
"ANGEL"?
YOU, UH, MUST BE AN ANGEL...
UH-HUH RIGHT.
AND AFTER I BUY THAT LINE...
...TELL ME AGAIN ABOUT THAT GREAT DEAL YOU'VE GOT ON THE BROOKLYN BRIDGE--
FIRESTAR, LOOK OUT!
I CAN'T SEE, BUT THERE'S DANGER--

MIND IF I CUT IN?
HEE HEEHEE HEEHEE HEE!
WHUNH!
ARRGK!
FIRESTAR-- ARE YOU ALL RIGHT?
FIRESTAR!
WHOOAH...

NO!
GOOD GOD! THEY'RE GONNA HIT--
--HARD!
WHA--?
SLOWING DOWN--?
THE THIRD ONE'S STILL FALLING--
--LOOK OUT!
KROOM

LIQUORS
UNNH... J-JOE...
...S-SO SORRY... I TRIED...
IS EVERYONE OKAY?
EVERYONE BUT THAT METALLIC MONSTER, JUSTICE. HE'S MAD IT.
I WOULDN'T COUNT ON IT, RED.
MY GOD, YOU'RE RIGHT...
...HE SURVIVED!
NICE TO KNOW YOU CARE, FOLKS.
ALLOW ME TO EXPRESS MY APPRECIATION...
HE'S BUILDING UP TO ANOTHER SONIC BLAST!
EVERYONE STAY BEHIND ME! I'LL BE ABLE TO AT LEAST DAMPEN THE IMPACT!
YOU HEARD THE KID--FALL BACK!
NO... THIS HAS GONE FAR ENOUGH...
...HASN'T IT, JOE?
MA'AM, ARE YOU CRAZY? HE'S ABOUT TO--
WAIT-- WHO'S JOE? YOU KNOW WHO'S INSIDE THERE?

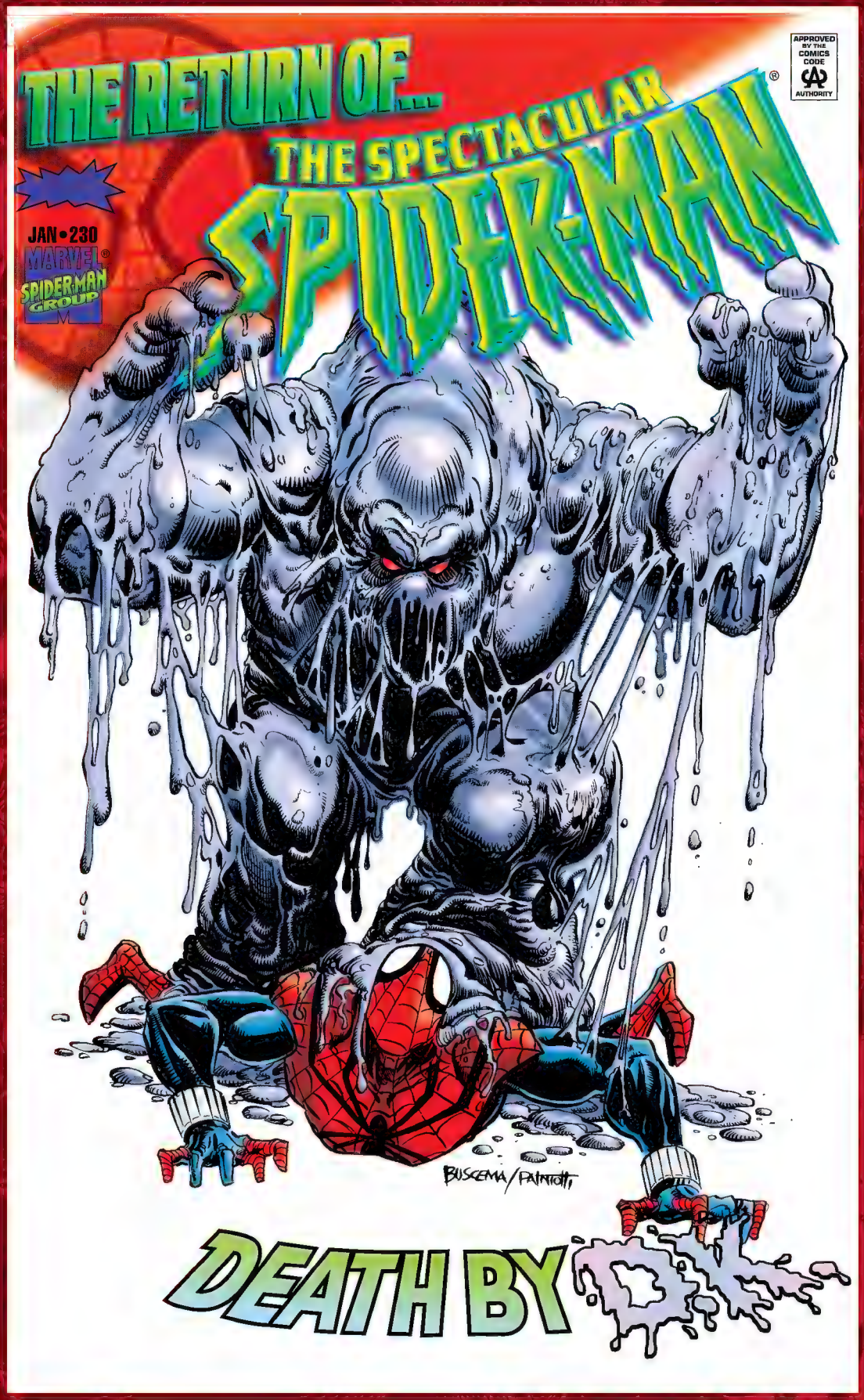
JOE'S A BRAVE MAN, SPIDER-MAN.
HE'S A GOOD MAN... AND HE'S STRONGER THAN HE THINKS.
ONLY... ONLY WHEN I FORGET TO USE DEODORANT...
JOE, LOOK AT ME! I'M BLEEDING... AGENT TORREZ OVER THERE ISN'T MOVING!
YOU HURT US, JOE!
DOESN'T THAT MEAN ANYTHING TO YOU ANYMORE?
LADY, IF HE CUTS LOOSE WITH THAT SONIC BLAST...
THEN YOU'LL KILL THE ONLY FRIEND YOU'VE GOT LEFT.
NO PAIN IN THE WORLD CAN BE WORSE THAN THAT, JOE. NOT EVEN THE PAIN THAT TURNS YOU INTO THE SCARLET SPIDER.
YOU'VE GOT TO FACE THE PAIN, JOE... BEFORE IT MAKES YOU HURT ANYONE ELSE.
PLEASE.
I PROMISE I'LL BE THERE TO FACE IT WITH YOU.

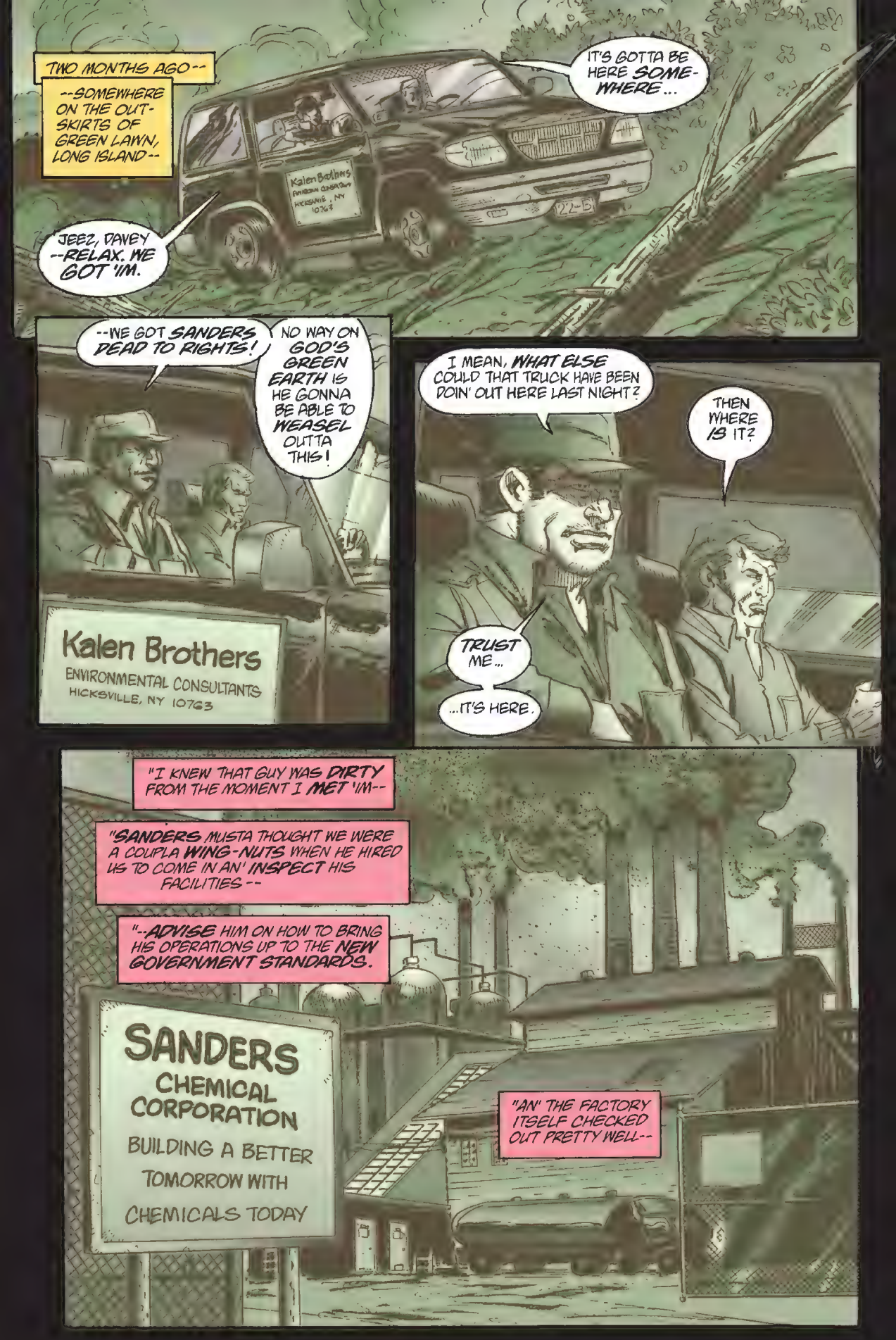
HUNNH HUNNH HUNH HARGK
AHUNNH AHUNNH HURGGK
UNNF ARRGH
DID IT, STEPH-- BUT--
--IT HURTS!
HUNH HUNH HUNH
IT
HURTSSS:
I KNOW.

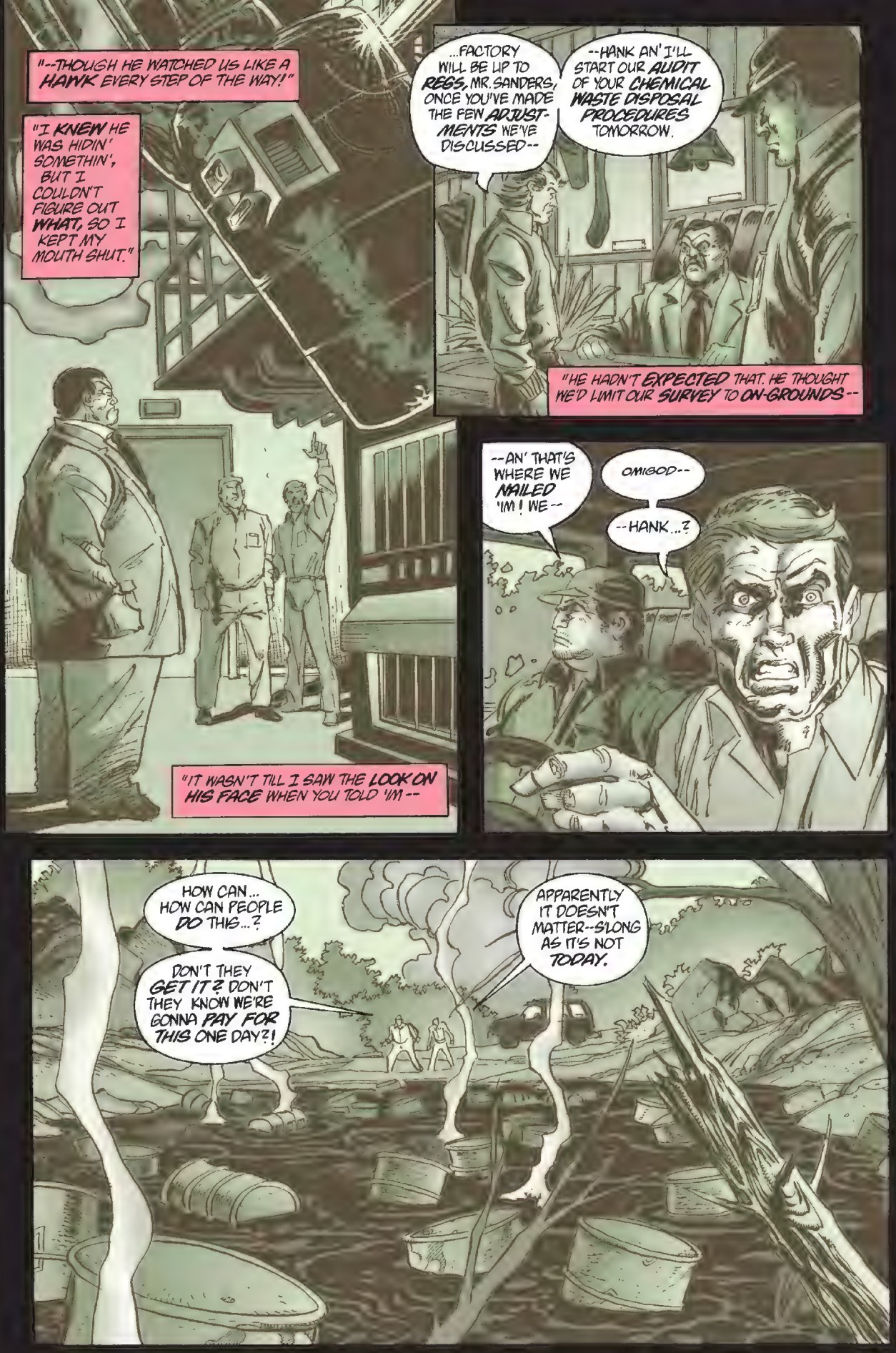
MY GOD, VINCE--YOU EVER SEEN ANYTHING LIKE THAT?
NO, UH--LET'S SEE--I SAY WE JUST GET HIM TO SINAI AND LET THE DOCS FIGURE IT OUT--
THAT WON'T BE NECESSARY, PEOPLE. THIS IS OFFICIAL FBI BUSINESS.
OUR ROGUE AGENT IS UNDER CONTROL, NOW... WELL DONE, AGENT BRIGGS.
WE'LL TAKE IT FROM HERE.
WAIT A MINUTE--THAT'S IT? WHO WAS HE--HOW DID ALL OF THIS HAPPEN? HOW DOES IT CONNECT TO DOCTOR OCT--
ALL CLASSIFIED INFORMATION, I'M AFRAID.
WE APPRECIATE YOUR HELP "HEROES," BUT THAT'S AS MUCH AS I CAN TELL YOU.
AND HOW DO WE KNOW THAT THIS WON'T HAPPEN TO "JOE" AGAIN?
DON'T YOU WORRY ABOUT THAT--WE'LL DO EVERYTHING WE CAN FOR HIM.
YOU GOT THAT RIGHT, STONE...
...BECAUSE I'LL BE THERE EVERY STEP OF THE WAY TO MAKE SURE YOU DO.

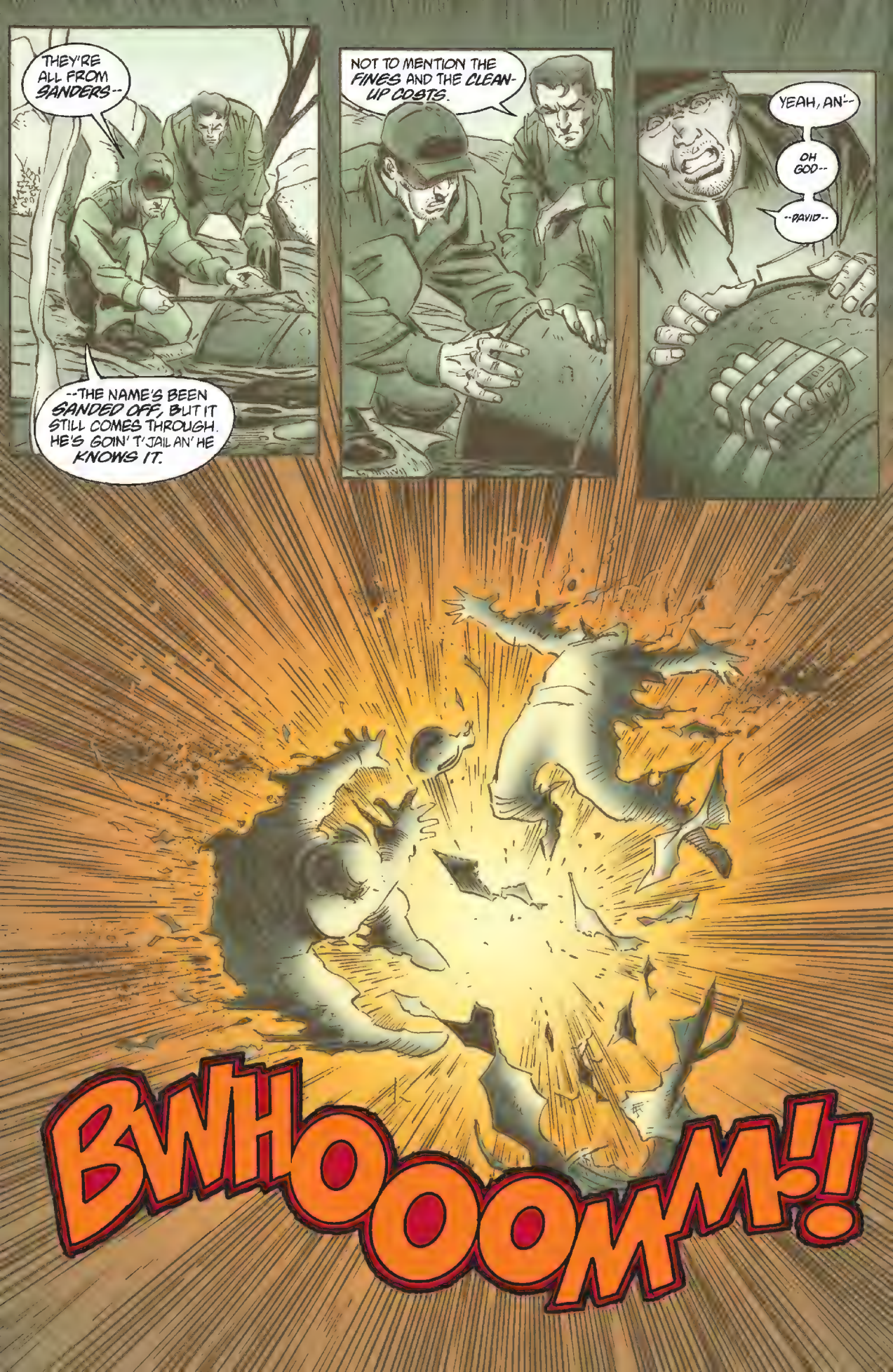
SHORTLY...
--SO YER SAYIN' YOUSE COULD HOLD UP DIS BUILDING ALL DAY, ALL BY Y'SELF?
YUP.
D'OH!
GREAT, CAUSE WE'RE UNION, SEE, AND IT'S LUNCH TIME. SEE YA IN AN HOUR, KID!
--STILL CAN'T BELIEVE YOU KIDS GO OUT AND DO THIS KIND OF THING ALL TIME TIME!
LATER FOR THAT, HUH, MOM? YOU'RE TOTALLY EMBARRASSING ME!
I SWEAR, "SPEEDBALL", IF I STOPPED TO THINK ABOUT YOU BOUNCING AROUND THROUGH ALL THESE DANGEROUS SITUATIONS, I'D PROBABLY GROUND YOU FOR LIFE!
OH, HEAVEN FORBID.
'COURSE, THEN I'D PROBABLY BE DEAD BY NOW, WOULDN'T I? YOU SAVED MY LIFE!
IT WAS GOOD WORKING WITH YOU AGAIN, SPIDER-MAN.
I'M SORRY IF I WAS A LITTLE HOSTILE WITH YOU AT FIRST, BUT YOU HAVE TO UNDERSTAND...
...WITH A WOMAN LIKE FIRESTAR AS MY GIRLFRIEND, I CAN GET A LITTLE JEALOUS FROM TIME TO TIME.
REALLY?
I NEVER WOULD HAVE GUESSED THAT.
Thwip
ANYWAY, I'M SURE WE'LL MEET UP AGAIN SOON. MAYBE I'LL STOP BY YOUR "GROOVY PAD" ONCE IN A WHILE TO SAY HI.
CIAO FOR NOW!
NOW THERE GOES A HERO, ANGEL.
WE MAY NEVER KNOW WHO OR WHAT "OUR" SCARLET SPIDER REALLY WAS, BUT ONE THING'S FOR SURE...
...HE WAS NO SPIDER-MAN!
WASN'T HE, VANCE?
I GUESS ALL WE CAN SAY ABOUT THAT IS...

"...TIME WILL TELL!"
THE BEGINNING!


THE RETURN OF...
THE SPECTACULAR
SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
JAN • 230
MARVEL
SPIDER-MAN GROUP
BUSCEMA/PALMIOTTI
DEATH BY


TWO MONTHS AGO--
--SOMEWHERE ON THE OUTSKIRTS OF GREEN LAWN, LONG ISLAND--
IT'S GOTTA BE HERE SOMEWHERE...
JEEZ, DAVEY --RELAX. WE GOT 'IM.
Kalen Brothers
--WE GOT SANDERS DEAD TO RIGHTS!
NO WAY ON GOD'S GREEN EARTH IS HE GONNA BE ABLE TO WEASEL OUTTA THIS!
Kalen Brothers
ENVIRONMENTAL CONSULTANTS
HICKSVILLE, NY 10763
I MEAN, WHAT ELSE COULD THAT TRUCK HAVE BEEN DOIN' OUT HERE LAST NIGHT?
THEN WHERE IS IT?
TRUST ME...
...IT'S HERE.
"I KNEW THAT GUY WAS DIRTY FROM THE MOMENT I MET 'IM--
"SANDERS MUSTA THOUGHT WE WERE A COUPLA WING-NUTS WHEN HE HIRED US TO COME IN AN' INSPECT HIS FACILITIES--
"--ADVISE HIM ON HOW TO BRING HIS OPERATIONS UP TO THE NEW GOVERNMENT STANDARDS.
SANDERS
CHEMICAL CORPORATION
BUILDING A BETTER TOMORROW WITH CHEMICALS TODAY
"AN' THE FACTORY ITSELF CHECKED OUT PRETTY WELL--


"--THOUGH HE WATCHED US LIKE A HAWK EVERY STEP OF THE WAY!"
"I KNEW HE WAS HIDIN' SOMETHIN', BUT I COULDN'T FIGURE OUT WHAT, SO I KEPT MY MOUTH SHUT."
"IT WASN'T TILL I SAW THE LOOK ON HIS FACE WHEN YOU TOLD 'IM --
...FACTORY WILL BE UP TO REGS, MR. SANDERS, ONCE YOU'VE MADE THE FEW ADJUST-MENTS WE'VE DISCUSSED--
--HANK AN' I'LL START OUR AUDIT OF YOUR CHEMICAL WASTE DISPOSAL PROCEDURES TOMORROW.
"HE HADN'T EXPECTED THAT. HE THOUGHT WE'D LIMIT OUR SURVEY TO ON-GROUNDS --
--AN' THAT'S WHERE WE NAILED 'IM! WE --
OMIGOD--
--HANK...?
HOW CAN... HOW CAN PEOPLE DO THIS...?
DON'T THEY GET IT? DON'T THEY KNOW WE'RE GONNA PAY FOR THIS ONE DAY?!
APPARENTLY IT DOESN'T MATTER--S'LONG AS IT'S NOT TODAY.


THEY'RE ALL FROM SANDERS--
--THE NAME'S BEEN SANDED OFF, BUT IT STILL COMES THROUGH. HE'S GOIN' T' JAIL AN' HE KNOWS IT.
NOT TO MENTION THE FINES AND THE CLEAN-UP COSTS.
YEAH, AN'--
OH GOD--
--DAVID--
BWHOOOMM!!

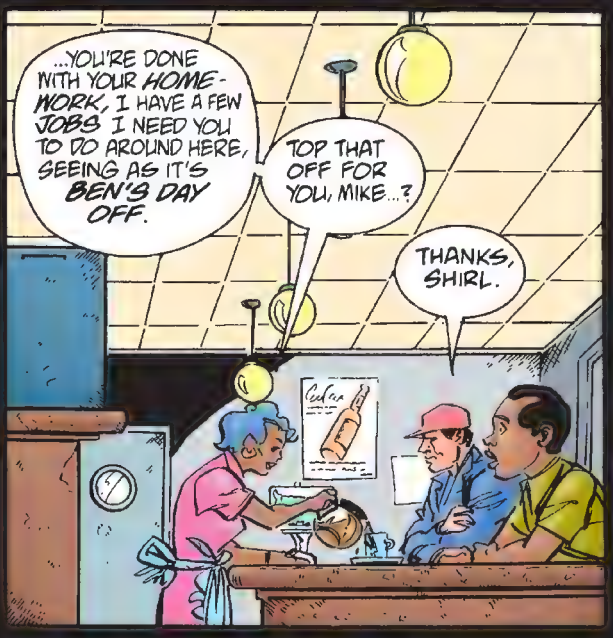
TODAY.
"THIS
"IS
"SO
...
...
"I FEEL SO FREE--
"--SO LIBERATED!"
"BY MY NEW LIFE--
"--MY NEW COSTUME--
"--JUST BY BEING SPIDER-MAN AGAIN!"
HIS GIVEN NAME IS PETER PARKER. WHILE IN HIGH SCHOOL HE WAS BITTEN BY A RADIOACTIVE SPIDER AND ENDOWED WITH AMAZING POWERS, WHICH HE HAS SINCE USED TO PROTECT THE INNOCENT AND BATTLE EVIL. NOW HE CALLS HIMSELF DEN REILLY, AND, AS A COSTUMED CRIMEFIGHTER, HE CONTINUES HIS CRUSADE...FOR HE UNDERSTANDS THAT WITH GREAT POWER COMES GREAT RESPONSIBILITY!
STAN LEE PRESENTS: SPIDER-MAN!
IN A TALE OF BROTHERLY LOVE--
BROTHER'S KEEPER
BROTHERHOOD OF THE WEB
WRITER- TODD DEZAGO
BREAKDOWNS- SAL BUSCEMA
FINISHES- JIMMY PALMIOTTI
LETTERS- CLEM ROBINS
COLORS- JOHN KALISZ
COLOR SEPARATIONS- MALIBU
EDITOR- ERIC FEIN
BIG BROTHER- BOB BUDIANSKY

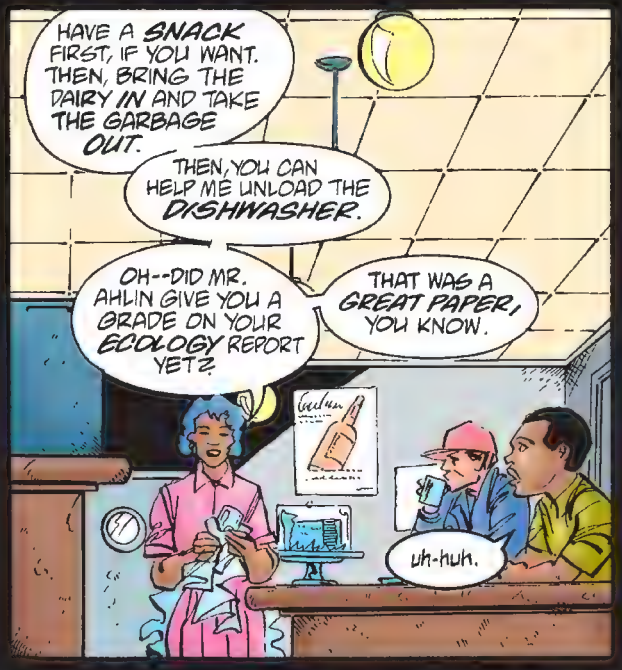
"NOW, IF I REMEMBER MY PHYSICS CORRECTLY--
"--AND I THINK I DO--
"--UNLESS I WANT TO BE PARK AVENUE'S FIRST STREET PIZZA--
"--I SHOULD START SLOWING MY DESCENT RIGHT--
"--ABOUT--
"--NOW!
THWIP
"I JUST HOPE THIS WEB-FLUID WORKS BETTER--
"THAN THE STUFF I MADE LAST WEEK OUT OF TOOTH-PASTE AND PEANUT BUTTER!*"
SNAP
*NOT REALLY--BUT CLOSE! SEE SENSATIONAL SPIDER-MAN #0. --DON'T-TRY-THIS-AT-HOME ERIC
"YEP, FOLKS-- I'M BACK! YOUR FAITHFUL, FRIENDLY NEIGHBORHOOD--
"--SPIDER-SENSE?!
"WHADDAYA MEAN, 'DUCK'...?
KRESSH!
"WHOA! LOOKS LIKE SOMEBODY'S HAVING A CLEARANCE ON OFFICE FURNITURE!"

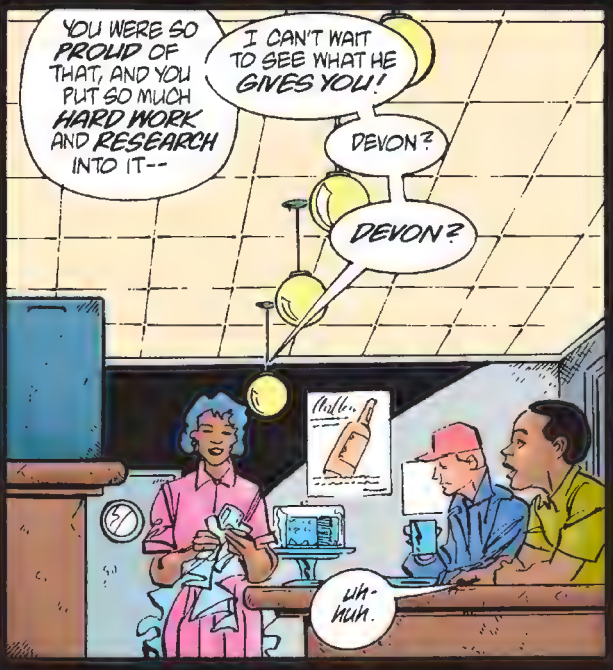
KSSH KRSH
HEY!
"NOW THAT'S ILL! SOMEBODY'S GONNA GET HURT--
"--UNLESS I CAN TAKE OUT THE DANGER!"
THWIP THWIP
"NOW TO FIND OUT WHO'S RESPONSIBLE FOR ALL THIS EXTENSIVE REDECORATING...
WHOEVER'S HULKIN' THIS FURNITURE AROUND SHOULD THINK ABOUT SWITCHING TO DECAFFEINAT--
"IT'LL DO.
--YOWZA!?!
...HAVE TO SAY IT AGAIN? I WANT SANDERS!
I WANT HIM NOW!!
"NOW THERE'S SOMETHING YOU DON'T SEE EVERY DAY; A WALKING, TALKING PILE OF... GUK--
"--TERRORIZING A BUNCH OF TRAUMATIZED 9-TO-5ers!"

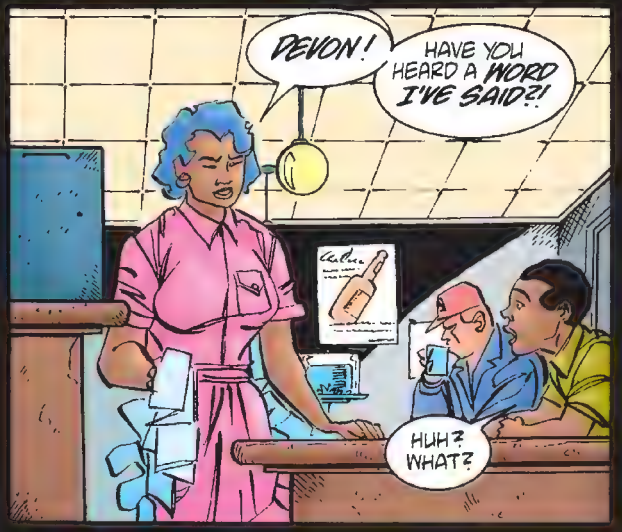
"LET'S SEE IF I CAN WRAP THIS-- AND IT--UP QUICKLY...!
I GOT NO TRUCK WITH YOU.
"DISSOLVING MY WEB-LINES--
"--ON CONTACT?!?
"AND THAT'S NOT ALL.
I JUST WANT SANDERS!
"GRABBING THE DOORJAMB, IT SETS UP A CHAIN REACTION--
"--CAUSING THE WALLS AND CEILING TO DISSOLVE--
"--AS THE WHOLE OFFICE STARTS TO TURN TO DUST AROUND US!
"THE WEBBING CAN HOLD EVERYTHING TOGETHER TILL EVERYONE GETS OUT--
"BUT, AS USUAL, WHILE I'M DOING THAT--
OUT!
LEMME OUTTA HERE!
"--GUK THING HAS LEFT THE BUILDING!"
GREAT...

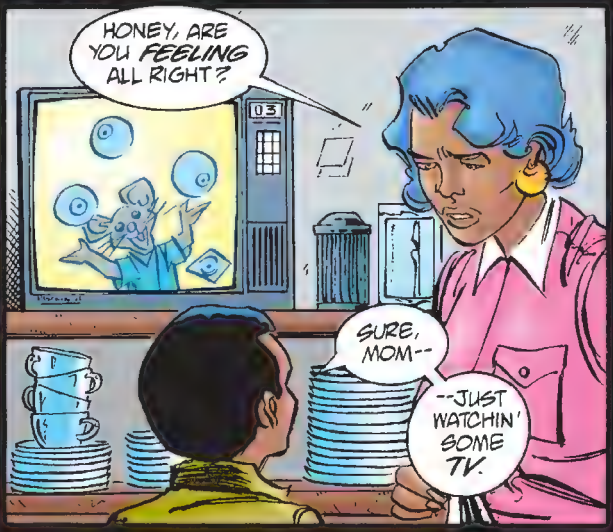
"...NOW, I KNOW HOW I'M GOING TO SPEND THE REST OF MY DAY OFF FROM...
The Daily Grind

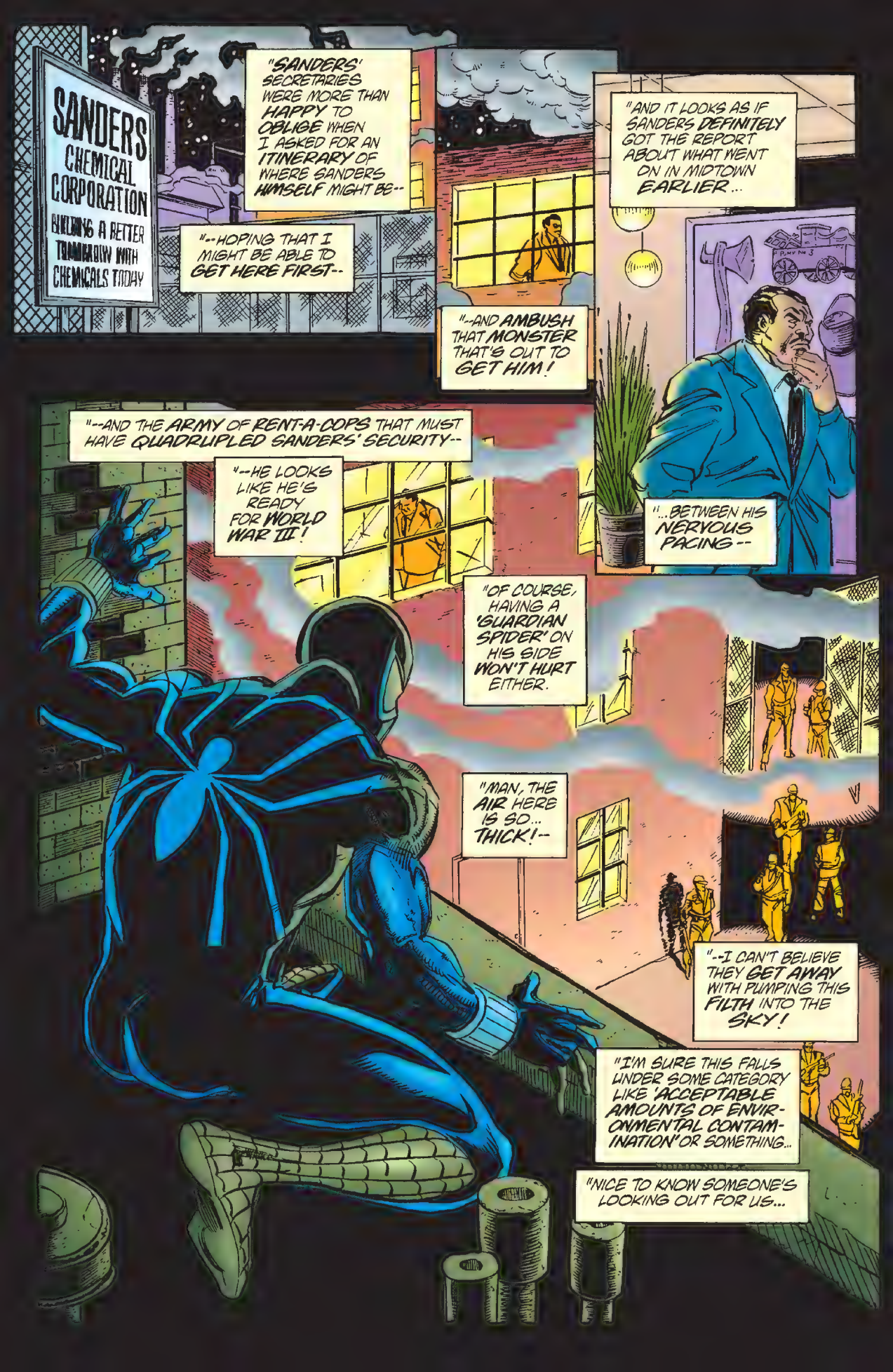

...YOU'RE DONE WITH YOUR HOME-WORK, I HAVE A FEW JOBS I NEED YOU TO DO AROUND HERE, SEEING AS IT'S BEN'S DAY OFF.
TOP THAT OFF FOR YOU, MIKE...?
THANKS, SHIRL.


HAVE A SNACK FIRST, IF YOU WANT. THEN, BRING THE DAIRY IN AND TAKE THE GARBAGE OUT.
THEN, YOU CAN HELP ME UNLOAD THE DISHWASHER.
OH--DID MR. AHLIN GIVE YOU A GRADE ON YOUR ECOLOGY REPORT YET?
THAT WAS A GREAT PAPER, YOU KNOW.
UH-HUH.


YOU WERE SO PROUD OF THAT, AND YOU PUT SO MUCH HARD WORK AND RESEARCH INTO IT--
I CAN'T WAIT TO SEE WHAT HE GIVES YOU!
DEVON?
DEVON?
UH-HUH.


DEVON!
HAVE YOU HEARD A WORD I'VE SAID?!
HUH? WHAT?


HONEY, ARE YOU FEELING ALL RIGHT?
SURE, MOM--
--JUST WATCHIN' SOME TV.


SANDERS CHEMICAL CORPORATION
BUILDING A BETTER TOMORROW WITH CHEMICALS TODAY
"SANDERS' SECRETARIES WERE MORE THAN HAPPY TO OBLIGE WHEN I ASKED FOR AN ITINERARY OF WHERE SANDERS HIMSELF MIGHT BE--
"--HOPING THAT I MIGHT BE ABLE TO GET HERE FIRST--
"--AND AMBUSH THAT MONSTER THAT'S OUT TO GET HIM!
"AND IT LOOKS AS IF SANDERS DEFINITELY GOT THE REPORT ABOUT WHAT WENT ON IN MIDTOWN EARLIER...
"...BETWEEN HIS NERVOUS PACING--
"--AND THE ARMY OF RENT-A-COPS THAT MUST HAVE QUADRUPLED SANDERS' SECURITY--
"--HE LOOKS LIKE HE'S READY FOR WORLD WAR III!
"OF COURSE, HAVING A 'GUARDIAN SPIDER' ON HIS SIDE WON'T HURT EITHER.
"MAN, THE AIR HERE IS SO... THICK!--
"--I CAN'T BELIEVE THEY GET AWAY WITH PUMPING THIS FILTH INTO THE SKY!
"I'M SURE THIS FALLS UNDER SOME CATEGORY LIKE 'ACCEPTABLE AMOUNTS OF ENVIRONMENTAL CONTAMINATION' OR SOMETHING...
"NICE TO KNOW SOMEONE'S LOOKING OUT FOR US...

"IT'S BREAKING ON THAT GUY... BUT, WHY?!
"I'M WAITING FOR THE BIG, MUSHY GUY--
"ZOOTIE--
"--SPIDER-SENSE SCREAMIN' LIKE THAT GUY ON THE 'REAL WORLD' WHO GOT HIS TONGUE BIT OFF!
"--HOW'S THIS GUY FIT IN...?
"OH, WELL, I'VE SEEN ENOUGH WACKY STUFF IN MY TIME--
"--TO KNOW NOT TO IGNORE MY SPIDER-SENSE WHEN IT'S GOT A SERIOUS JONES ON ABOUT SOMETHING.
"TIME TO GET A BETTER VANTAGE POINT ON THE SITUATION... AND WAIT AND SEE WHAT GOES DOWN."

THOMP THOMP THOMP

I KNOW YOU'RE IN THERE, SANDERS!

"HOLEE--HE MUST'VE GOTTEN HERE **BEFORE** ME--

OMIGOD!

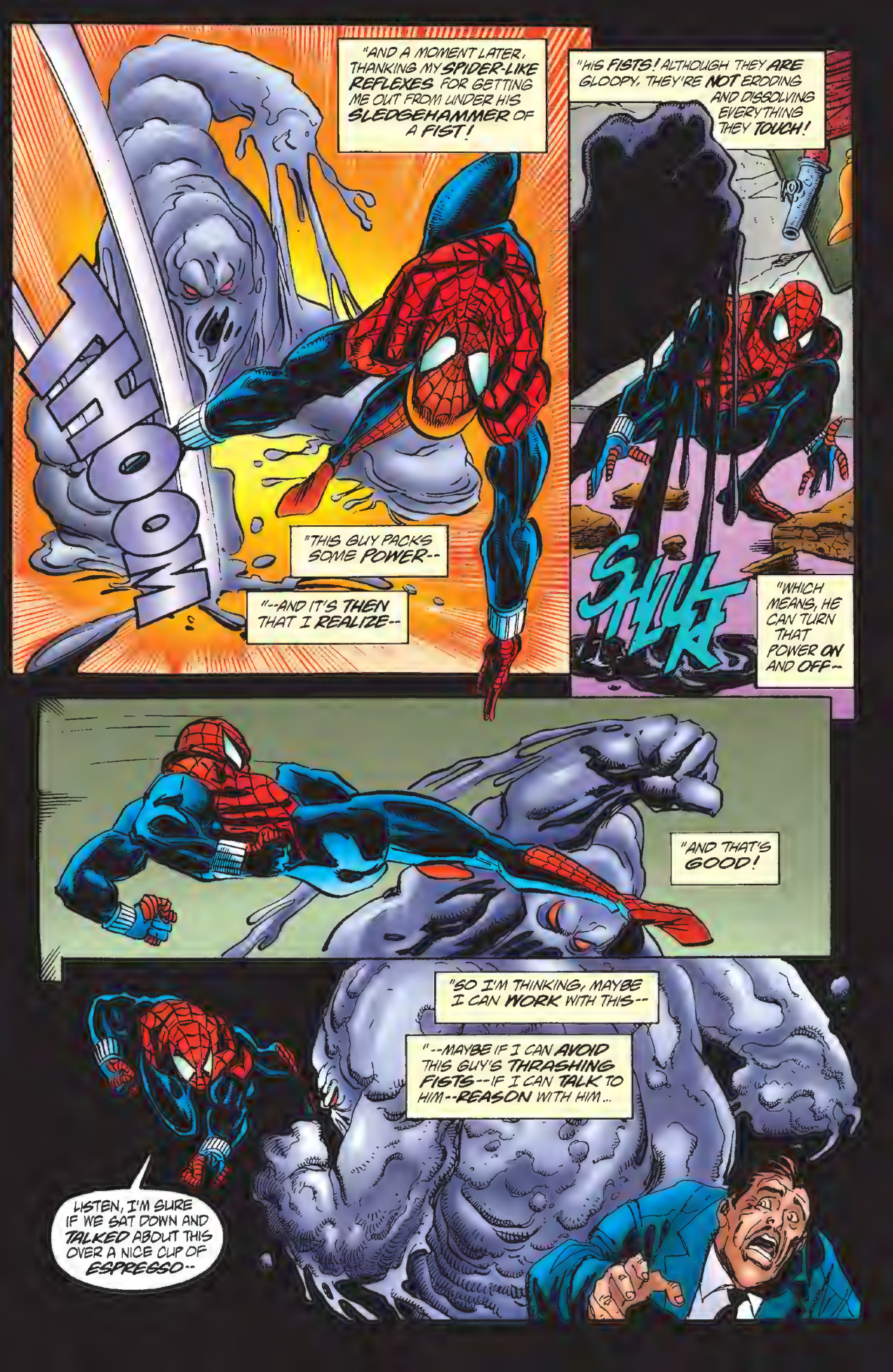
IT'S TIME TO CONFRONT YOUR MISTAKES--

--TIME TO PAY!

"--BEEN WAITING IN THE BUILDING."

BASH

KRESH!
HOLD IT THERE, MR. TRACKIN'-MUD-IN-THE-HOUSE!
NO NO NO PLEASE I DON'T KNOW WHAT YOU'RE TALKING ABOUT...
YOU AGAIN!
YEP. ME AGAIN.
WHOA!
YUK.
SHLUUPT
I SAID BEFORE..
UNGH!
WAKK
--YOU HAVE NO PART IN THIS!
"HE CONNECTS, AND I'M OUTTA THE BALLPARK!--"


"AND A MOMENT LATER, THANKING MY SPIDER-LIKE REFLEXES FOR GETTING ME OUT FROM UNDER HIS SLEDGEHAMMER OF A FIST!
THOOM
"THIS GUY PACKS SOME POWER--
"--AND IT'S THEN THAT I REALIZE--
"HIS FISTS! ALTHOUGH THEY ARE GLOOPY, THEY'RE NOT ERODING AND DISSOLVING EVERYTHING THEY TOUCH!
SHUK
"WHICH MEANS, HE CAN TURN THAT POWER ON AND OFF--
"AND THAT'S GOOD!
"SO I'M THINKING, MAYBE I CAN WORK WITH THIS--
"--MAYBE IF I CAN AVOID THIS GUY'S THRASHING FISTS--IF I CAN TALK TO HIM--REASON WITH HIM...
LISTEN, I'M SURE IF WE SAT DOWN AND TALKED ABOUT THIS OVER A NICE CUP OF ESPRESSO--

"IT'S FUNNY, THE THINGS THAT GO THROUGH YOUR MIND JUST AS YOU'RE BEING WALLOPED BY SOME GIANT GUK MONSTER...
WUDD
"I'M SURE I READ THAT SOMEWHERE--
"ALL I KEEP THINKING IS: 'HE MOVED WITH AN EASY GRACE WHICH BELIED HIS AWESOME SIZE.'
"AND THEN I HIT THE WALL--
WAM
"AND THEN THE WALL HIT ME!
CRUNCH
"DID I SAY, 'UNGH!'?"

YOU ARE GUILTY, SANDERS--
--OF CRIMES AGAINST NATURE--
--OF CRIMES AGAINST MEN!
YOU HAVE DUMPED YOUR TOXINS INTO THE ENVIRONMENT--
PFSST
MO MO MO MO
SHWSSH
--AND YOU ARE RESPONSIBLE FOR MURDER!
--AND YOU WILL PAY!
H-HOW-- HOW DO YOU KNOW...?
WHO ARE YOU...?
DOWNSTAIRS...
LEWIS, YOU AND YOUR MEN TAKE THE ELEVATORS--
--WE'LL TAKE THE STAIRS!
HOLY COW! WHAT COULD HAVE DONE THAT?!
ELEVATORS ARE TRASHED --NOTHING LEFT OF THE CABLES BUT A PILE OF RUST!

WHO AM I??
WHO AM I?!?
I'M EVERY-THING YOU MADE ME, SANDERS--
SHHLUKKKK
I'M EVERYTHING YOU'VE DONE TO THE EARTH--TO THE LAND--
--WITH YOUR CHEMICALS...
...AND YOUR GREED!
I'M ALL YOUR FOULNESS COME BACK FOR YOU, SANDERS!
MY GOD...
...KALEN!

NO! I'M NOT DAVID KALEN ANYMORE! I'M THE... MONSTER YOU CREATED!
ONE WHO CAN ACCELERATE THE DECOMPOSITION AND DECAY OF ANYTHING! ONE WHO CAN SPEED UP YOUR AGING PROCESS WITH A TOUCH--
--AND TURN YOU TO DUST WHERE YOU STAND!

YOU MURDERED ME! AND YOU MURDERED MY BROTHER!
YOU HAD US KILLED FOR FEAR WE'D EXPOSE YOUR ILLEGAL DUMPING!
NO NO, I DIDN'T DO IT! I DIDN'T!

YOU SHOULD BE MORE CAREFUL WHO YOU DO BUSINESS WITH, SANDERS--
--THE "FIXER" YOU HIRED TO DO US WAS VERY EFFICIENT-- HE RECORDED YOUR PHONE CONVERSATION! HE GAVE ME A WRITTEN CONFESSION!

I'VE SPENT THE LAST MONTH PULLING MYSELF TOGETHER AND THEN TRACKING HIM DOWN! AND NOW--
"SO THAT'S THE DEAL...
"NONETHELESS, I HAVE TO ACT FAST.
"AS THE MONSTER, THIS GUY CAN HOUSE ME--"

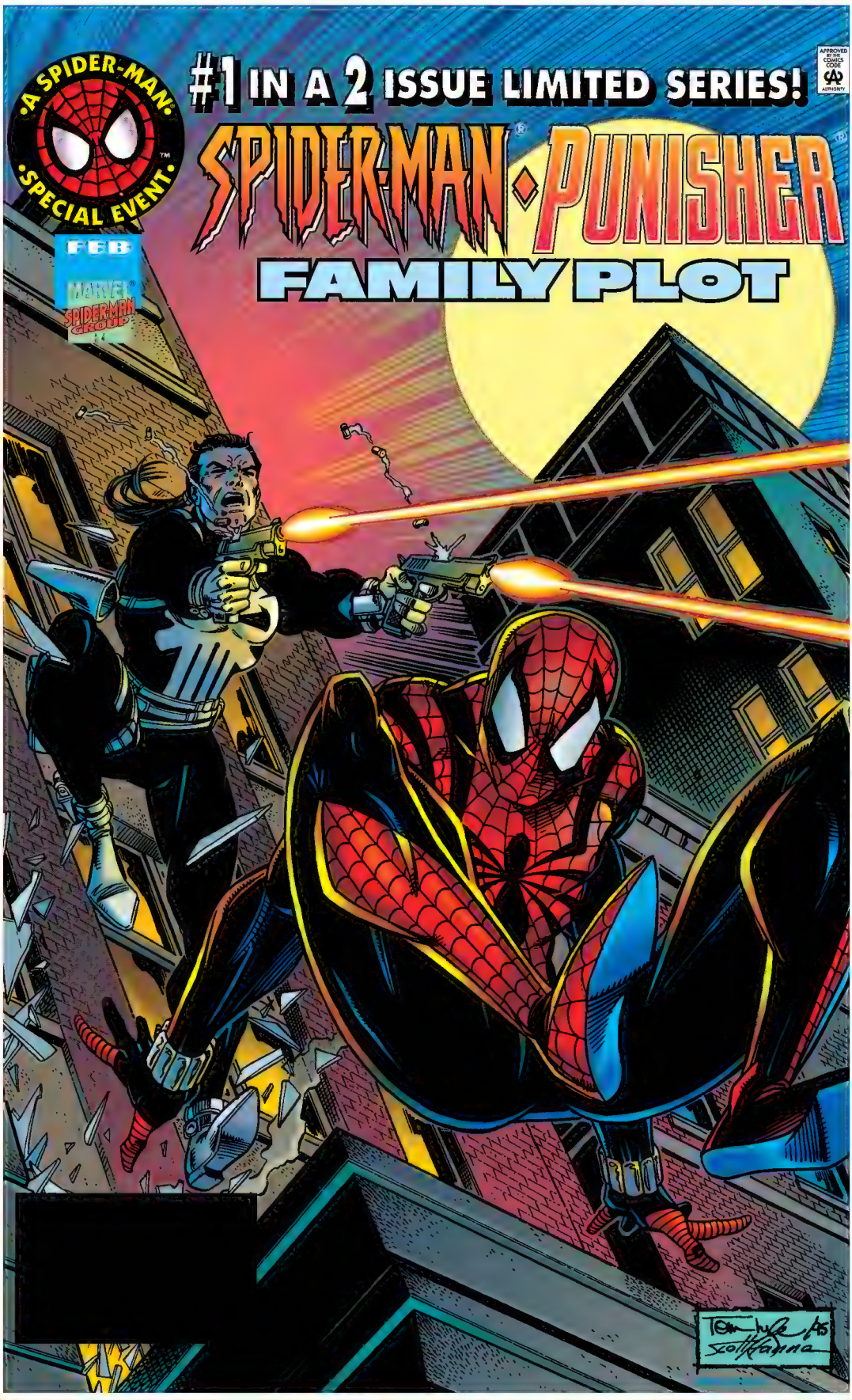
"--BUT MAYBE, IF I GRAB HIM NOW WHILE HE'S VULNERABLE--
KRASSH
THWAP!
THWIP
"--I CAN WEB A LITTLE SENSE INTO HIM!"
NOW...
IF YOU DECIDE TO GET BIG AND GOOEY, YOU'LL DISSOLVE RIGHT THROUGH THE WEBBING AND SPLATTER ALL OVER THE PAVEMENT.
OR...
YOU CAN CHILL FOR A MINUTE AND LISTEN TO WHAT I'M GONNA TELL YOU!
DAVID, IS IT...?--
--YOU GOT HIM, MAN! YOU'VE GOT HIM HARD!
WITH THE EVIDENCE YOU'VE GOT, SANDERS IS GOING TO BE CHECKING INTO THE CROWBAR HOTEL FOR A LONG TIME! THERE'S NO NEED TO--

NO! NO! HE'S GOTTA PAY!
HE CAN'T BE ALLOWED TO GET AWAY WITH WHAT HE'S DONE!
HE DUMPED HIS POISONS! HE RAPED THE LAND! HE... HE...
...HE KILLED MY BROTHER. HE KILLED HANK.
I KNOW. I'M SORRY.
AND I KNOW HOW TEMPTING IT IS TO WANT TO CARRY OUT JUSTICE YOURSELF--
--BUT FOR SOME REASON YOU'VE BEEN GIVEN THIS POWER, AND YOU HAVE TO USE IT--
SANDERS!
DAVID-- WAIT...!
NO! THERE'S NOTHING LEFT OF DAVID KALEN ANYMORE--
--EXCEPT MAYBE HIS INITIALS!

SHLAPT
PISSSS
SSST
I AM D.K!
THOOMP
EEAAAHH!
YOU CAN'T RUN FROM ME, SANDERS--
--I CAN ERODE YOUR CAR AROUND YOU!
I CAN--
YOU CAN EASE UP, DUDE-
YOU'RE GETTING WAY STRESSED.

HOW CAN YOU PROTECT HIM!?
HEY--I GOT NEWS FOR YOU --I'M NOT DOING THIS TO PROTECT HIM--
--I'M DOING IT TO PROTECT YOU! DON'T CAVE TO THAT WHOLE VENGEANCE THING! HE'S NOT WORTH IT!
MY DECISION TO MAKE, SPIDER --AND I WANT SANDERS--
--SO EITHER GET OUT OF THE WAY OR I'LL GO RIGHT THROUGH YOU!
Y'KNOW...I KNOW YOU COULD--
--BUT I DON'T THINK YOU WILL.
I'M...
...I'M SORRY.
I'VE BEEN TRYING TO TELL YOU, DAVE--
--YOU'RE BETTER THAN THAT.

SOMETIME LATER...
WITH THE EVIDENCE YOU PUT TOGETHER AND YOUR TESTIMONY, SANDERS IS GONNA BE AWAY FOR A LONG TIME.
NOT ONLY FOR HIS ENVIRONMENTAL CRIMES--
--BUT FOR THE MURDER OF YOUR BROTHER, AS WELL!
DO YOU THINK YOU COULD... um... CHANGE...?
THIS'LL PROBABLY BE EASIER IF YOU'RE NOT SO... GOOPY...!
THE MUCK'S MY NATURAL STATE NOW--
DAVID KALEN, THIS IS JOHN JAMESON AND ED WHELAN. THEY'RE FROM RAVENCROFT PSYCHIATRIC HOSPITAL. BELIEVE ME, I'M SURE THAT THEY CAN HELP YOU--
--MOSTLY BECAUSE THEY'VE BEEN IN SIMILAR SITUATIONS THEMSELVES!
--IT TAKES A LOT OF EFFORT TO BE DAVID, BUT...
LISTEN, SPIDER-MAN--THANKS! FOR SAVING SANDERS' LIFE --FOR SAVING MY LIFE--
--FOR, Y'KNOW-- JUST BEING THERE!
I OWE YOU!
"YEAH, I DO FEEL PRETTY GOOD ABOUT THIS ONE --THAT I WAS ABLE TO DO THE RIGHT THING--
"--AND THAT MAYBE I WAS EVEN ABLE TO PASS SOME OF THAT ALONG...!"
END.


A SPIDER-MAN SPECIAL EVENT
#1 IN A 2 ISSUE LIMITED SERIES!
SPIDER-MAN • PUNISHER
FAMILY PLOT
FEB
MARVEL
SPIDER-MAN GROUP
scott hanna

MANHATTAN. THE SAN GENARO NEIGHBORHOOD--A NEIGHBORHOOD SUPPOSEDLY CONTROLLED BY THE GERACI FAMILY. IT'S A CLEAR, CRISP DECEMBER EVENING. CHRISTMAS IS ON ITS WAY. IN THE AIR. CAN'T YOU JUST SMELL THE...
...GUNSMOKE?!?
MY DAD!! DON GERACI, THEY SHOT MY DAD!!
GEEZ, JEFF! WHO IS THIS GUY?! HE'S GOT US PINNED DOWN WITH HIS SHOOTING.
BLAM BLAM BLAM
YEAH, WELL, YOU'RE THE ONE WHO MISSED THE EASY SHOT ON DON GERACI, MARLOWE. WE CAN'T EVEN DO A SIMPLE HIT RIGHT.
VINNIE. OH, VINNIE, NOT YOU FIRST...
D-DON GERASI... LOOK...
THAT MAN... HE'S BEEN SHOT!
...SPIDER-MAN.
TIME TO PLAY DO-GOODER. THOSE FOLKS NEED HELP.
SPIDER-MAN! SHOOT HIM!
K-POW! K-POW! K-POW!

# FAMILY PLOT

## PART ONE: THE FALL

TOM LYLE • WORDS
McMANUS, HARRIS, MANLEY & GIORDANO • PENCILS
EMBERLIN, BREEDING, IVY, MANLEY, MILGROM & STARR • INKS
JANICE CHIANG • LETTERS
MALIBU • COMPUTER COLOR
MARK BERNARDO • COLORS
TOM BREVOORT • EDITOR
BOB BUDIANSKY • EDITOR IN CHIEF

IT HAD ALWAYS BEEN IN HIS NATURE... TO HELP PEOPLE, THAT IS.

THEN, HE ACQUIRED SOMETHING SPECIAL... THE **POWERS** WHICH ALLOWED HIM TO BECOME SPIDER-MAN.

WITH THAT CHANGE, **HELPING** PEOPLE ACHIEVED A WHOLE NEW LEVEL OF MEANING.

SO, WHEN HE SPOTS THE INJURED MAN IN NEED, IT'S **SPIDER-MAN** WHO ANSWERS THE CALL... NOT BEN REILLY.

BUT...

I GET REALLY *TIRED* OF PEOPLE I'M TRYING TO HELP *SHOOTING* AT ME.

HEY! CUT IT OUT! I'M HERE TO HELP.

NO ONE GETS KILLED WHILE I'M HERE, OKAY?

GET AWAY. THOSE GUYS SHOT MY FATHER. THEY'VE GOT TO DIE!!

THWIP

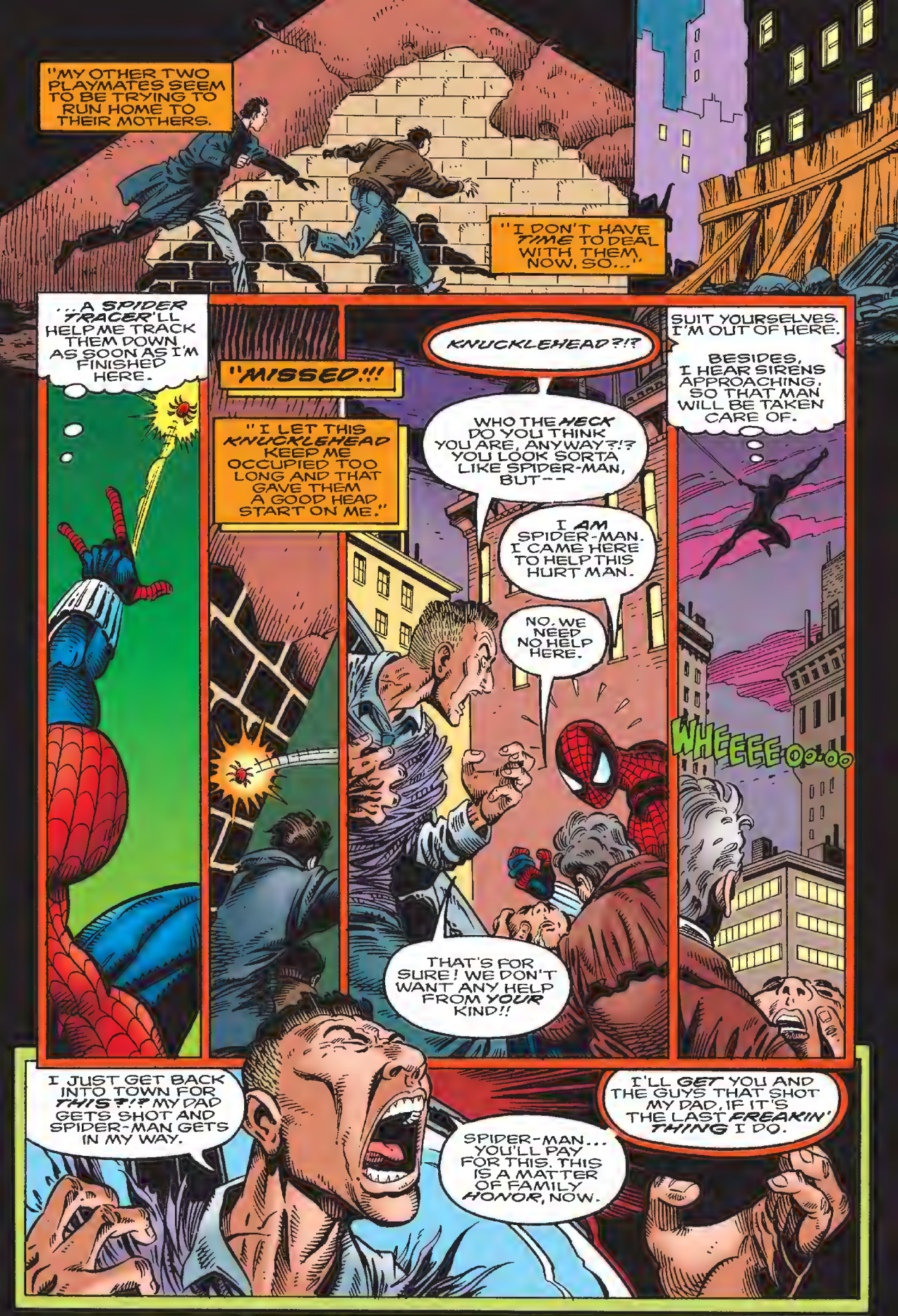
YOU'RE INTERFERING IN FAMILY BUSINESS!!

IT BECOMES **MY** BUSINESS WHEN PEOPLE ARE SHOOTING AT EACH OTHER!

YOU!!

DON'T EVEN *THINK* ABOUT USING THAT GUN, OR YOU'LL END UP IN A WEB OVERCOAT, TOO.

UH-OH.


"MY OTHER TWO PLAYMATES SEEM TO BE TRYING TO RUN HOME TO THEIR MOTHERS.
"I DON'T HAVE TIME TO DEAL WITH THEM NOW, SO..."
...A SPIDER TRACER'LL HELP ME TRACK THEM DOWN AS SOON AS I'M FINISHED HERE.
"MISSED!!!
"I LET THIS KNUCKLEHEAD KEEP ME OCCUPIED TOO LONG AND THAT GAVE THEM A GOOD HEAD START ON ME."
KNUCKLEHEAD?!?
WHO THE NECK DO YOU THINK YOU ARE, ANYWAY?!? YOU LOOK SORTA LIKE SPIDER-MAN, BUT--
I AM SPIDER-MAN. I CAME HERE TO HELP THIS HURT MAN.
NO. WE NEED NO HELP HERE.
SUIT YOURSELVES. I'M OUT OF HERE.
BESIDES, I HEAR SIRENS APPROACHING, SO THAT MAN WILL BE TAKEN CARE OF.
WHEEEE-OO-OO
THAT'S FOR SURE! WE DON'T WANT ANY HELP FROM YOUR KIND!!
I JUST GET BACK INTO TOWN FOR THIS?!? MY DAD GETS SHOT AND SPIDER-MAN GETS IN MY WAY.
SPIDER-MAN... YOU'LL PAY FOR THIS. THIS IS A MATTER OF FAMILY HONOR, NOW.
I'LL GET YOU AND THE GUYS THAT SHOT MY DAD, IF IT'S THE LAST FREAKIN' THING I DO.

THE NEXT MORNING.
8:30 A.M.
MOVE IT, REILLY! MOVE IT!!
PEOPLE ARE COUNTING ON YOU!

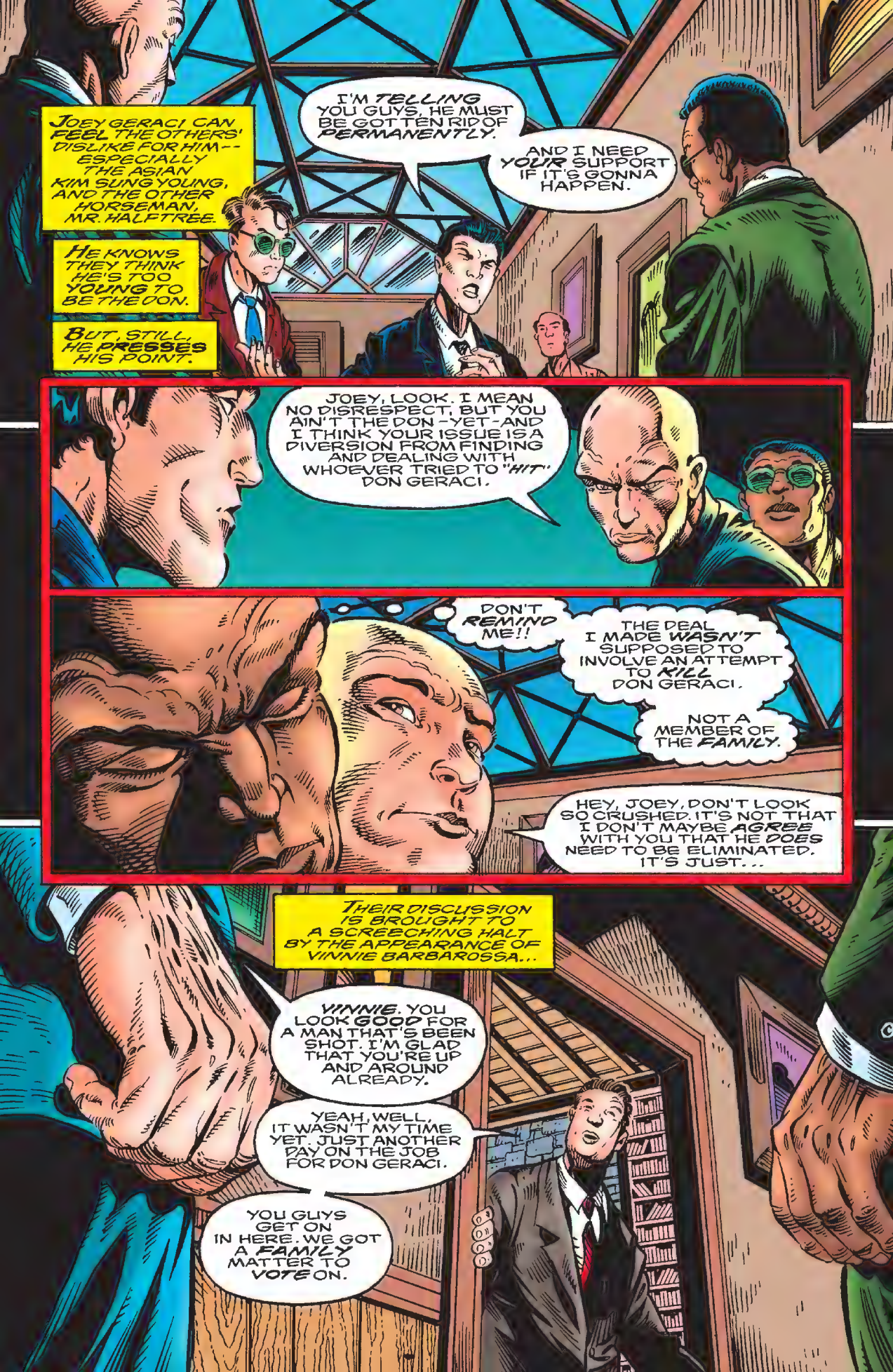
IT'S BAD ENOUGH THAT I NEVER CAUGHT UP WITH THOSE OTHER TWO GUYS LAST NIGHT.
NOW I GO AND OVERSLEEP. I NEVER DO THAT.
I STILL CAN'T BELIEVE I MISSED THOSE GUYS WITH THAT SPIDER TRACER.
OH, WELL--
The DAILY GRIND
GUESS IT'S TIME TO FACE THE MUSIC--
SHIRLEY, I'M SORRY. I--UH--HI, KATHY. WHERE'S SHIRLEY?
SHIRLEY WASN'T FEELING WELL TODAY, SO SHE ASKED ME TO OPEN UP FOR HER.
AND IF YOU'RE THINKING THAT YOU HAVE TO APOLOGIZE FOR BEING LATE, DON'T.
SHE'S USED TO PEOPLE NOT EVEN SHOWING UP AT ALL. THAT'S HOW BAD THINGS HAVE BEEN AROUND HERE.
SO, LIGHTEN UP, BEN.
MISS? I'D LIKE SOME MORE OF THE PERUVIAN SPRING WATER DECAF COFFEE, PLEASE.
OKAY, OKAY. I SUPPOSE THE GUILT THING DOES WEAR THIN AFTER A WHILE.

JUST THEN...
HI, MOM!!
STEVIE!!
WELL, IF IT ISN'T KATHY SOMERS, MY FAVORITE EX-WIFE.
HELLO, STEVE.
I BROUGHT STEVIE BACK THIS MORNING, JUST LIKE I SAID I WOULD.
MOM! DAD'S GONNA GIVE ME A KEY TO HIS PLACE, SO I CAN VISIT THERE ANY TIME. I WANT. ISN'T THAT GREAT?!?
HI, STEVIE. I MISSED YOU SO MUCH THIS WEEKEND.
WHO IS THIS GUY?!?
HE'S MAKING MY SPIDER SENSE GO OFF LIKE CRAZY.
HE LOOKS REALLY FAMILIAR, TOO. CAN'T PLACE WHERE I'VE SEEN HIM BEFORE, THOUGH.
BEN...COME OVER HERE AND MEET MY SON.
HI, STEVIE.
I GUESS THAT I SHOULD INTRODUCE MY EX-HUSBAND STEVE MARLOWE, TO YOU, TOO.

HI, STEVE. I'M BEN.
BEN REILLY. I--
YEAH. GREAT. NICE TO MEET YOU.
WAIT A MINUTE, REILLY.
HE'S GOT A GUN UNDER HIS COAT.
THAT MUST BE WHY HE SET OFF MY SPIDER SENSE.
LISTEN, I KNOW IT'S TECHNICALLY NONE OF MY BUSINESS, BUT IS THERE A REASON FOR YOU TO BE CARRYING A GUN?
GUN?! THERE'S NO GUN HERE. YOUR EYES MUST BE BLURRY FROM SNIFFING COFFEE FUMES ALL DAY LONG.
BUT, DADDY--
I CAN'T BELIEVE YOU'RE CARRYING A WEAPON AROUND OUR SON!! DON'T YOU EVER DO THAT AGAIN!!
DON'T YOU TRY AND BOSS ME AROUND...
I THINK YOU'D BETTER LEAVE.
YOU...

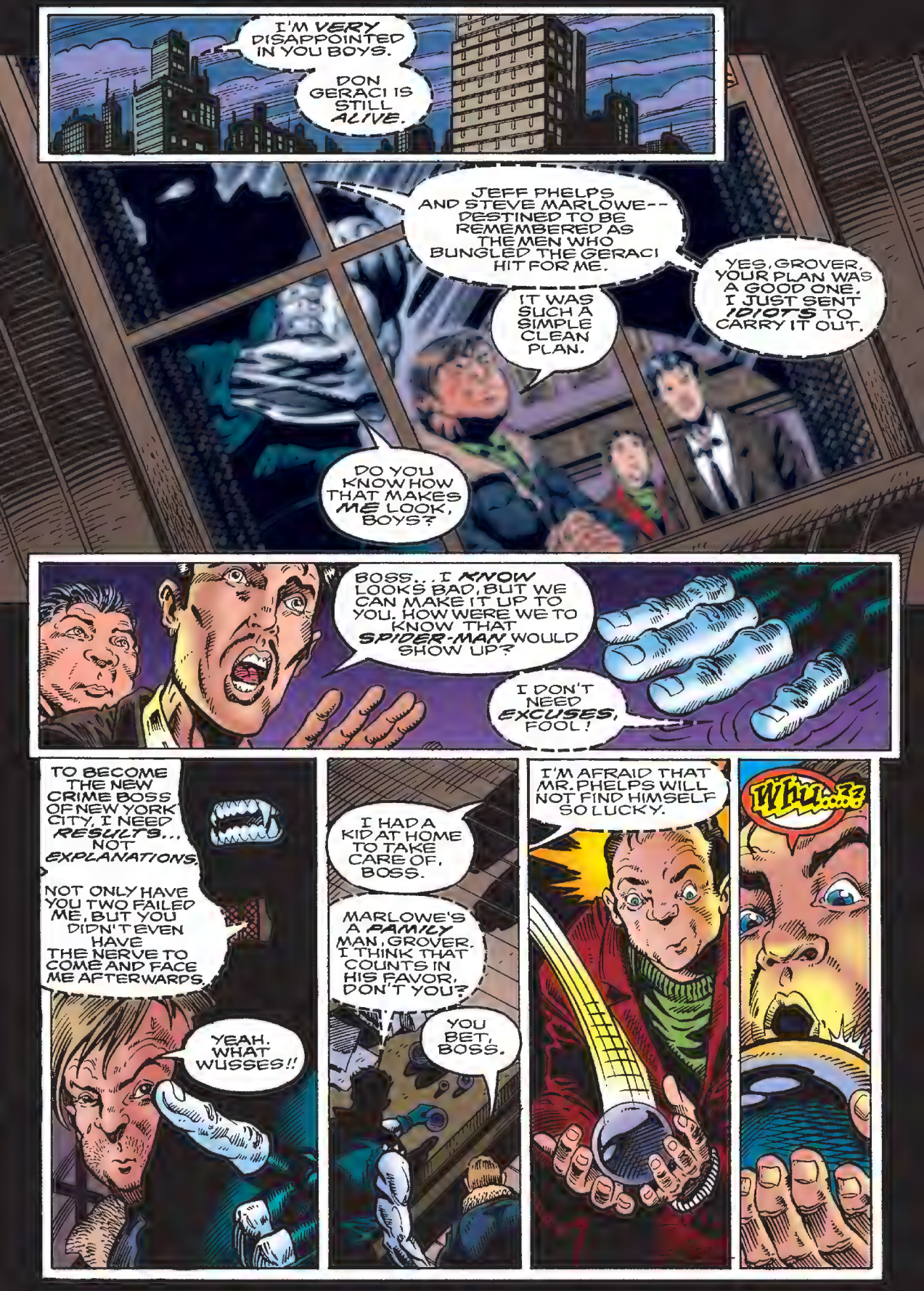
HEY!
THIS WOULDN'T HAVE HAPPENED IF YOU'D KEPT YOUR MOUTH SHUT.
DODGE ALL YOU WANT, REILLY. YOU'RE GONNA PAY FOR FLAPPIN' YOUR GUMS TOO MUCH.
I DON'T THINK SO.
SMAAACKK!!
QUIT PICKING ON MY DADDY! LEAVE HIM ALONE!
STEVIE-- I--I DIDN'T MEAN--
IT'S OKAY, STEVIE. I COULD BEAT HIM, BUT I GOT BUSINESS TO TAKE CARE OF. I DON'T GOT TIME FOR THIS CLOWN.
CALL ME ALL THE NAMES YOU WANT, BUD, BUT I KNOW I'VE SEEN YOU SOMEPLACE BEFORE, AND IT WASN'T AT A LADIES AUXILIARY MEETING.
I THINK I NEED TO LEARN SOME MORE ABOUT STEVE MARLOWE.

ELSEWHERE...
THIS IS NOT THE KIND OF BUSINESS WE SHOULD BE WASTING OUR TIME ON, DON GERACI!!!
FRANK, I KNOW THE PUNISHER IS NEW TO THE WAYS OF THE "FAMILY," SO I WILL ALLOW YOU YOUR COMPLAINT.
HOWEVER--THIS IS A MATTER OF PRIDE. IT CANNOT BE IGNORED.
AN ATTEMPT WAS MADE ON MY LIFE, AND A VALUABLE MEMBER OF OUR FAMILY WAS WOUNDED IN THAT INCIDENT.
I UNDERSTAND DON GERACI, BUT...
DON'T INTERRUPT ME BEFORE I FINISH.
WE WANTED YOU TO LEAD US SO THAT THE OTHER FAMILIES WOULD QUIT PERCEIVING US AS WEAK, WITH AN OLD MAN AT THE HELM.
HOW DO YOU THINK THOSE OTHER FAMILIES WILL TREAT US IF WE SHOW NO PRIDE AS WELL? WE MUST TAKE SOME ACTION HERE.
AS A GESTURE TO YOU, I'LL ALLOW THIS TO BECOME A VOTING MATTER FOR THE ENTIRE FAMILY. I THINK YOU MIGHT BE SURPRISED BY THE OUTCOME.


JOEY GERACI CAN FEEL THE OTHERS' DISLIKE FOR HIM--ESPECIALLY THE ASIAN KIM SUNG YOUNG, AND THE OTHER HORSEMAN, MR. HALFTREE.
HE KNOWS THEY THINK HE'S TOO YOUNG TO BE THE DON.
BUT, STILL, HE PRESSES HIS POINT.
I'M TELLING YOU GUYS, HE MUST BE GOTTEN RID OF PERMANENTLY.
AND I NEED YOUR SUPPORT IF IT'S GONNA HAPPEN.
JOEY, LOOK. I MEAN NO DISRESPECT, BUT YOU AIN'T THE DON--YET--AND I THINK YOUR ISSUE IS A DIVERSION FROM FINDING AND DEALING WITH WHOEVER TRIED TO "HIT" DON GERACI.
DON'T REMIND ME!!
THE DEAL I MADE WASN'T SUPPOSED TO INVOLVE AN ATTEMPT TO KILL DON GERACI.
NOT A MEMBER OF THE FAMILY.
HEY, JOEY, DON'T LOOK SO CRUSHED. IT'S NOT THAT I DON'T MAYBE AGREE WITH YOU THAT HE DOES NEED TO BE ELIMINATED. IT'S JUST...
THEIR DISCUSSION IS BROUGHT TO A SCREECHING HALT BY THE APPEARANCE OF VINNIE BARBAROSSA...
VINNIE. YOU LOOK GOOD FOR A MAN THAT'S BEEN SHOT. I'M GLAD THAT YOU'RE UP AND AROUND ALREADY.
YEAH, WELL, IT WASN'T MY TIME YET. JUST ANOTHER DAY ON THE JOB FOR DON GERACI.
YOU GUYS GET ON IN HERE. WE GOT A FAMILY MATTER TO VOTE ON.

A SHORT TIME LATER...
SO THAT'S THE WAY IT'S GOING TO BE, EH?
MAJORITY RULES. THE MEMBERS OF THE FAMILY HAVE SPOKEN.
JUST BECAUSE THE VOTE WENT AGAINST YOU DOESN'T MEAN YOU'RE NOT IN CHARGE... OR THAT YOU DON'T HAVE OUR RESPECT.
I DON'T WANT THIS. I DON'T WANT TO KILL...
...SPIDER-MAN!!
IT'S A MATTER OF HONOR AND PRIDE. WE'VE GOT TO SHOW EVERYONE OUT THERE THAT WE MEAN BUSINESS!!
I ALREADY HEARD ALL THAT BEFORE THE VOTE, LESLIE.
JUST BECAUSE I DISAGREE...
"...IT DOESN'T MEAN THAT THE PUNISHER WON'T DO THE JOB."
YOU TWO...GET LOST! YOUNG MASTER GERACI AND I HAVE SOME PRIVATE BUSINESS TO ATTEND TO.
WHAT'S THE MATTER, CASTLE? YOU AFRAID THAT YOU'RE GONNA FAIL... OR GET ARRESTED? THAT WOULD MAKE ME NEXT IN LINE TO BE THE DON.
JOEY. JOEY GERACI. SO PREDICTABLE.
YESSIR!

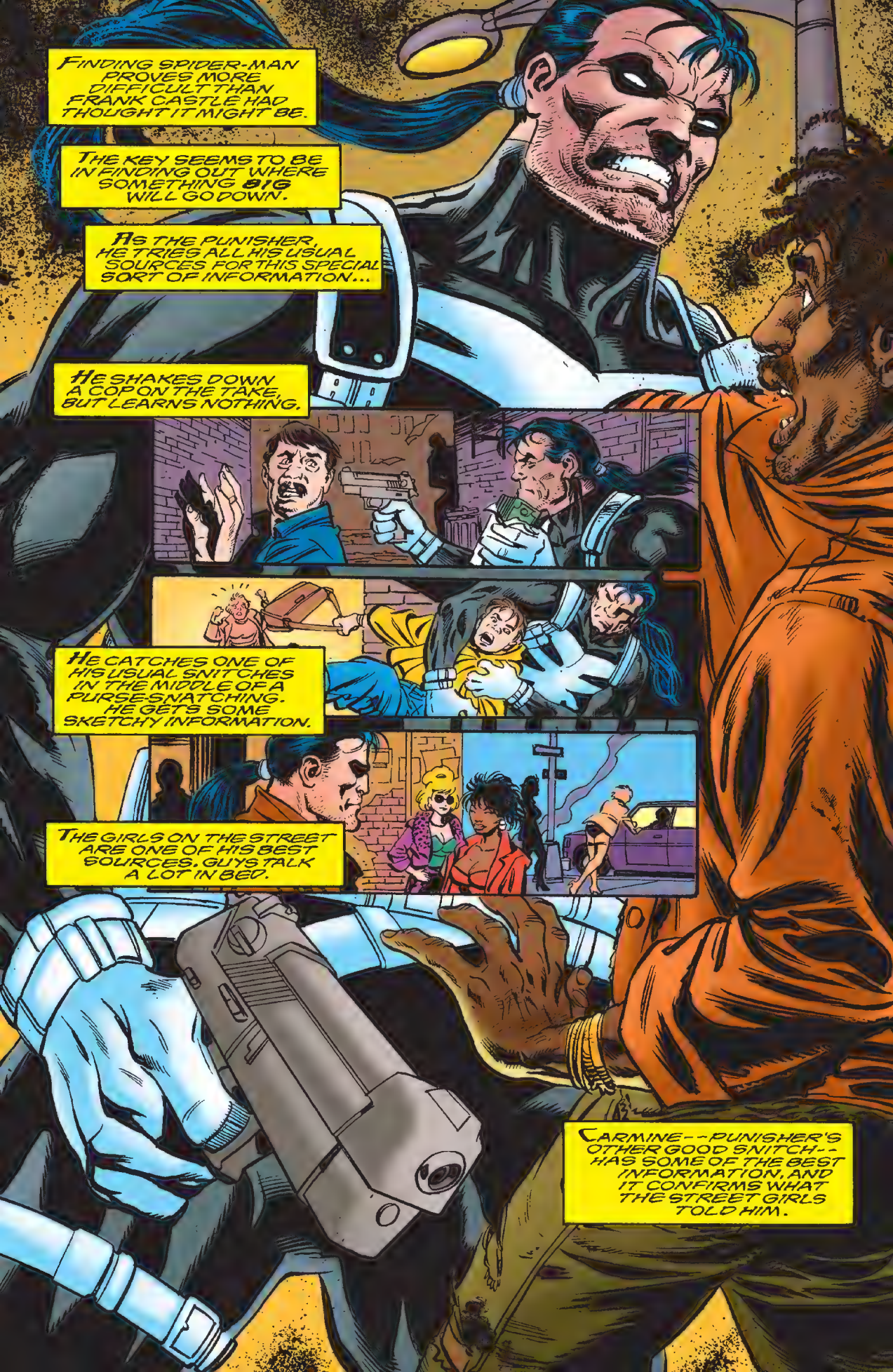
NO PROBLEM, SIR.
LATER, JOEY.
GOOD BOYS.
YOU THINK YOU'RE SO SLY, DON'T YOU? WELL, YOU'RE AS OBVIOUS AS THEY COME, KID.
YOU'RE NOT GETTING RID OF ME THIS EASILY.
I'LL BE BACK... AND REMEMBER...
...I'M THE DON!!
"I'M THE DON!"
THOSE WORDS STILL RING IN HIS EARS. IT SOUNDS SO WRONG.
THROUGH THIS WHOLE CHAIN OF EVENTS--THE ODD SITUATION OF BEING THE HEAD OF AN ORGANIZED CRIME FAMILY--THE ONLY THING THAT HAS FELT RIGHT TO FRANK CASTLE HAS BEEN PUTTING ON HIS UNIFORM.
WHEN HE BECOMES--THE PUNISHER!!
AND IT ALL SEEMS EASIER... USUALLY.
NOT TONIGHT, THOUGH.
HE'S GOT TO FIGURE OUT WHAT TO DO ABOUT SPIDER-MAN. THE FAMILY WANTS HIM DEAD. THAT'S NOT CASTLE'S STYLE. SPIDER-MAN'S AN INNOCENT. THE PUNISHER DOESN'T KILL INNOCENTS.
FIRST THINGS FIRST, THOUGH. HE'S GOT TO FIND SPIDER-MAN.
THEN MAYBE HE CAN FIGURE OUT WHAT TO DO ABOUT THE FAMILY'S ORDER THAT SPIDER-MAN DIE.


I'M VERY DISAPPOINTED IN YOU BOYS.
DON GERACI IS STILL ALIVE.
JEFF PHELPS AND STEVE MARLOWE-- DESTINED TO BE REMEMBERED AS THE MEN WHO BUNGLED THE GERACI HIT FOR ME.
IT WAS SUCH A SIMPLE CLEAN PLAN.
YES, GROVER, YOUR PLAN WAS A GOOD ONE. I JUST SENT IDIOTS TO CARRY IT OUT.
DO YOU KNOW HOW THAT MAKES ME LOOK, BOYS?
BOSS.. I KNOW LOOKS BAD, BUT WE CAN MAKE IT UP TO YOU. HOW WERE WE TO KNOW THAT SPIDER-MAN WOULD SHOW UP?
I DON'T NEED EXCUSES, FOOL!
TO BECOME THE NEW CRIME BOSS OF NEW YORK CITY, I NEED RESULTS... NOT EXPLANATIONS.
NOT ONLY HAVE YOU TWO FAILED ME, BUT YOU DIDN'T EVEN HAVE THE NERVE TO COME AND FACE ME AFTERWARDS.
YEAH. WHAT WUSSES!!
I HAD A KID AT HOME TO TAKE CARE OF, BOSS.
MARLOWE'S A FAMILY MAN, GROVER. I THINK THAT COUNTS IN HIS FAVOR, DON'T YOU?
YOU BET, BOSS.
I'M AFRAID THAT MR. PHELPS WILL NOT FIND HIMSELF SO LUCKY.
Whu...??

YOU'VE GIVEN ME YOUR LAST EXCUSE! NO ONE FAILS ME TWICE!!
EE!!AAAA-Aaaa
TOMBSTONE NEVER FORGIVES!!
GEE, BOSS, THAT WAS FUN! WE GONNA DO MARLOWE HERE, TOO?

NO, WAIT.
STOP GROVELING, MARLOWE. YOU'RE A FAMILY MAN, REMEMBER? THAT EARNS YOU A REPRIEVE-- THIS TIME.
BUT--
YOU SEE THIS SPHERE, MARLOWE?
Y-YEAH.
UNLIKE THE SPHERE THAT YOUR LATE, LAMENTED PARTNER, MR. PHELPS, JUST ENCOUNTERED...
...THIS ONE'S A BOMB!!
YOU FOUL UP AGAIN, AND I'LL TIE IT AROUND YOUR NECK AND TOSS YOU OFF OF MY BALCONY.
IT'S GOT A DELAYED FUSE, SO YOU'LL HAVE TIME TO DECIDE WHICH IS WORSE-- HITTING THE STREET OR BLOWING UP.
WITH THAT AS YOUR INCENTIVE, DO YOU THINK YOU CAN HANDLE THE OTHER JOB WE TALKED ABOUT EARLIER ALL BY YOURSELF?
SURE, BOSS--NO PROB.
I HOPE HE CAN'T SEE HOW MUCH MY HANDS ARE SHAKING.
SHOOT. BOSS. I WANTED TO KNOW WHAT FRIED MARLOWE SMELLS LIKE.
THERE'D BETTER NOT BE ANY PROBLEMS.
I WON'T FAIL. I CAN'T.

A SHORT TIME LATER...
IT'S JUST ANOTHER HIT. I CAN PULL IT OFF EASILY AND BE BACK ON EASY STREET WITH THE BOSS IN NO TIME.
THIS POLICE UNIFORM FITS FINE. THE BOSS HAS GOOD CONNECTIONS.
A ROUND'S ALREADY CHAMBERED--FULL CLIP IN THE GUN. WE'RE READY.
WHAT IS GOING ON? I KNOW THAT MARLOWE'S NOT A COP--SO WHY THE POLICE UNIFORM?
I WAS SURE THERE WAS SOMETHING NOT COPACETIC WITH STEVE MARLOWE WHEN I MET HIM, AND THIS CONFIRMS IT.
ALL THAT GUILT I FELT FOR GOING THROUGH KATHY'S PURSE AT WORK TODAY WAS WORTH IT!
MR. MARLOWE NEEDS WATCHING CLOSELY.

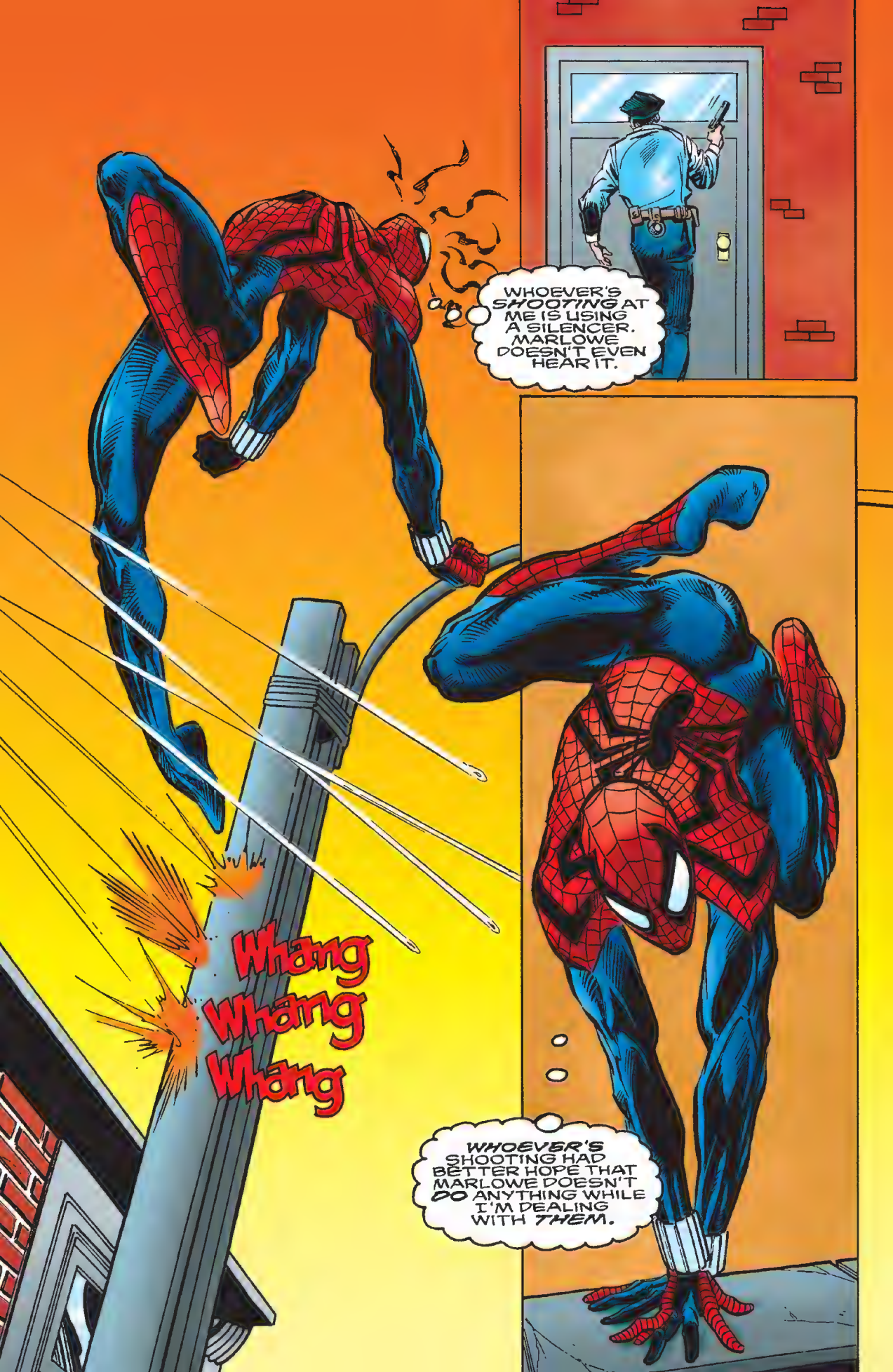

FINDING SPIDER-MAN PROVES MORE DIFFICULT THAN FRANK CASTLE HAD THOUGHT IT MIGHT BE.
THE KEY SEEMS TO BE IN FINDING OUT WHERE SOMETHING BIG WILL GO DOWN.
AS THE PUNISHER, HE TRIES ALL HIS USUAL SOURCES FOR THIS SPECIAL SORT OF INFORMATION...
HE SHAKES DOWN A COP ON THE TAKE, BUT LEARNS NOTHING.
HE CATCHES ONE OF HIS USUAL SNITCHES IN THE MIDDLE OF A PURSE-SNATCHING. HE GETS SOME SKETCHY INFORMATION.
THE GIRLS ON THE STREET ARE ONE OF HIS BEST SOURCES. GUYS TALK A LOT IN BED.
CARMINE--PUNISHER'S OTHER GOOD SNITCH--HAS SOME OF THE BEST INFORMATION, AND IT CONFIRMS WHAT THE STREET GIRLS TOLD HIM.

THE "HIT" ON DON GERACI WAS JUST THE BEGINNING. WORD HAS IT THAT MORE HITS ARE TO COME.
THE NAME MOST REPEATED AS THE NEXT TARGET IS VINCE WILLIAMS-- THE CHIEF OF POLICE.
SO CASTLE TAKES UP RESIDENCE ON THE ROOF OF THE BUILDING ACROSS FROM THE CHIEF'S APARTMENT.
IF--NO, WHEN SPIDER-MAN SHOWS, I'LL HAVE TO FIGURE HOW I'M GOING TO RESOLVE THE ISSUE OF THE FAMILY'S "KILL" ORDER.
ABOUT TIME, MAN. I THOUGHT CASTLE WAS NEVER GONNA LIGHT SOMEWHERE.
FEELS LIKE WE'VE BEEN ACROSS THE WHOLE CITY THREE OR FOUR TIMES.
I'M DYIN' FOR A SMOKE.
HE'S GONE!
WHERE COULD HE...
KLIK!!

MONOLITHIC.
THAT'S THE BEST WAY TO DESCRIBE THE PUNISHER'S APPEARANCE, IF YOU'RE EVER UNFORTUNATE ENOUGH TO ENCOUNTER HIM.
UH... UH...
AND THAT'S THE WAY PUNISHER SEEMS TO THIS LONE, UNFORTUNATE MAN TONIGHT...
YOU'RE VINNIE BARBAROSSA'S KID, MARIO, AREN'T YOU?
Y-YEAH.
SO--SOMEONE IN THE FAMILY HAD ME FOLLOWED.
HOW'D YOU KNOW YOU WERE BEING FOLLOWED?
GIVE ME A BREAK. YOU GUYS ARE ALL AMATEURS.

WHO IN THE GERACI FAMILY HAD ME FOLLOWED?
I AIN'T TALKING.
OH... HE'S A COOL ONE, NOW.
IF I AIM HERE, AND PULL THE TRIGGER... YOU WON'T DIE. OH, NO.
BUT THERE ARE NERVE CLUSTERS HERE. LOTS OF THEM-- AND YOU WOULDN'T BELIEVE THE PAIN IT CAUSES.
WHEN I GET TO ZERO, I'M GOING TO PULL THE TRIGGER.
FIVE.
FOUR.
THREE.
TWO.
ONE--
--ZER--
DON GERACI! IT WAS DON GERACI WHO HAD ME FOLLOW YOU.
GOOD BOY.
NOW GO HOME AND TELL THE DON TO LET ME DO MY BUSINESS MY WAY OR I'LL HAVE TO RETHINK MY ARRANGEMENT AS TO WHOM I'M WORKING FOR.
AND IF I SEE YOU TAILING ME AGAIN... YOU WON'T NEED TO BE NERVOUS OR AFRAID.
YOU'LL BE DEAD!!
VRMP

NEARBY...
I'VE BEEN FOLLOWING MARLOWE FOR TWENTY MINUTES NOW, AND I STILL DON'T HAVE *ANY* IDEA WHERE HE'S GOING.
OR WHAT HE'S DOING WITH THAT POLICEMAN'S UNIFORM ON.
MARLOWE'S SLOWING DOWN AND LOOKING AROUND! HE MUST BE NEAR HIS TARGET.
WHATEVER *THAT* IS.
STAY CLOSE TO HIM, WALL-CRAWLER.
THAT'S IT! HE'S DRAWING HIS GUN. I'M GOING TO STOP HIM BEFORE HE CAN DO ANYTH!--
*HUH?!?* SPIDER-SENSE TINGLING--!


WHOEVER'S *SHOOTING* AT ME IS USING A SILENCER. MARLOWE DOESN'T EVEN HEAR IT.
Whang Whang Whang
*WHOEVER'S* SHOOTING HAD BETTER HOPE THAT MARLOWE DOESN'T *DO* ANYTHING WHILE I'M DEALING WITH *THEM*.

PUNISHER!!

YOU'RE NOT.

YOU CHANGE YOUR TACTICS SINCE YOU WERE EXECUTED? WHY SHOOT AT *ME*? I DIDN'T THINK MY KIND WERE ON YOUR TO-DIE LIST.

BEEN WONDERING IF I COULD CARRY OUT THE GERACI FAMILY'S ORDER FOR SPIDER-MAN'S DEATH.

I CAN'T. I DON'T KILL INNOCENTS. BUT--WHERE DOES THAT LEAVE ME WITH THE FAMILY AND THEIR NEED FOR *REVENGE* AND *HONOR*?

K-POW K-POW K-POW

SHOTS!!

THIS IS *YOUR* FAULT, CASTLE.

THAT MAN WOULD NEVER HAVE GOT'TEN THIS FAR IF *YOU* HADN'T INTERFERED.

Ungh!

PHHTT

BUT YOU'RE *DEAD!* I READ IT IN THE PAPERS.

ONLY BELIEVE HALF OF WHAT YOU READ--AND SO FORTH AND SO ON.

I *ASSUME* THAT YOU'RE SPIDER-MAN. LOVE THE NEW COSTUME. AM I TALKING TO THE SAME MAN I'VE FOUGHT BEFORE *UNDERNEATH* ALL THAT?

SORT OF. I KNOW *YOU* BETTER THAN YOU KNOW *ME*.

THAT EARNS YOU A TRANQUILIZING SPIDER STINGER, CASTLE. SOMETHING NEW TO GO WITH THE NEW COSTUME.

S-SPIDER-MAN-N-N...

PHHT PHHT PHHT

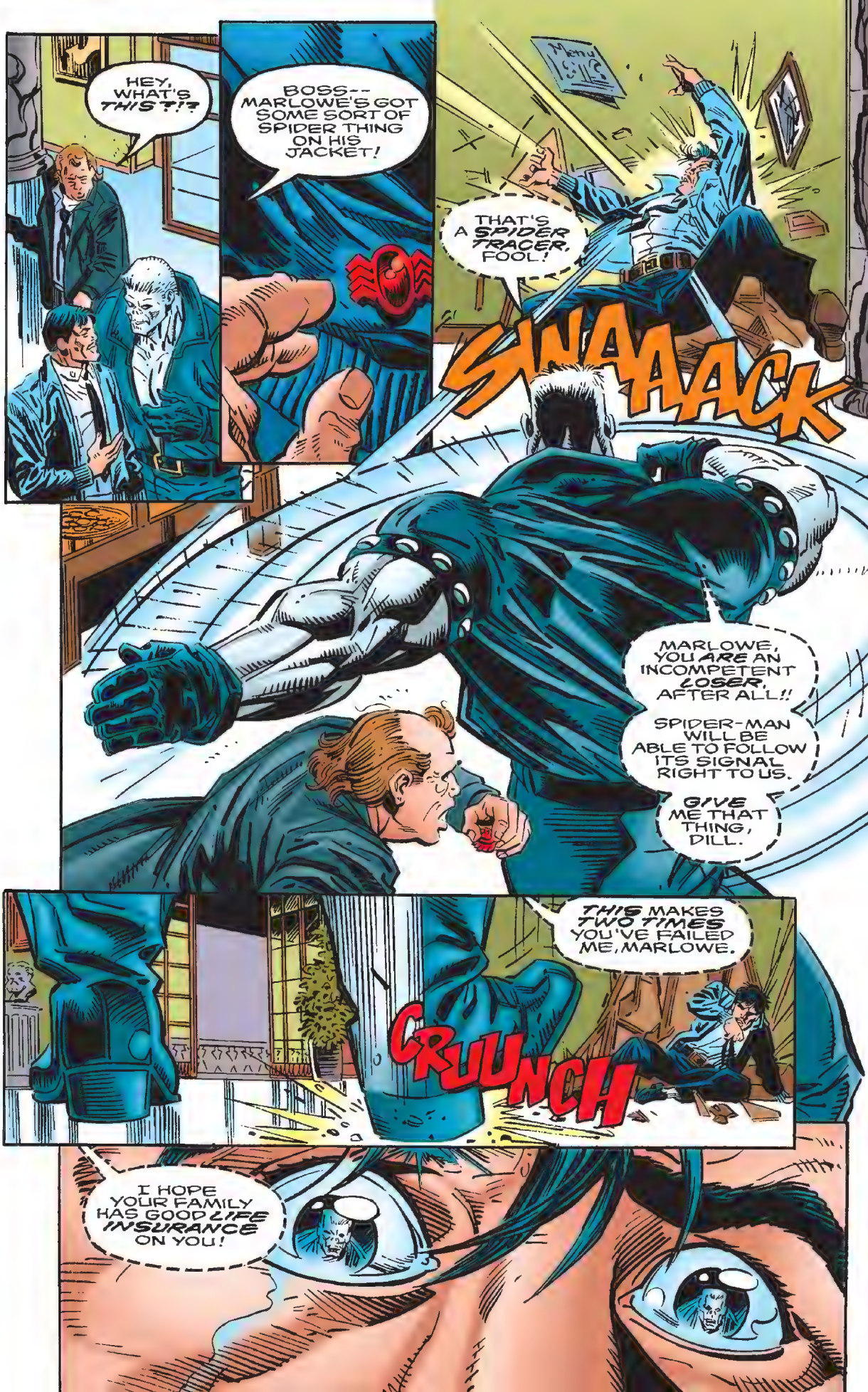
MAN, THAT WAS A PIECE OF CAKE. THE POLICE CHIEF NEVER SAW IT COMING! THAT'LL REDEEM ME IN TOMBSTONE'S EYES.
I... WHAT?!!?
PERFECT TIMING, SPARKY!
SPIDER-MAN??
RIGHT THE FIRST TIME, BIG BOY. NOW TELL ME... WHAT JUST WENT DOWN?
I'M NOT TALKING TO YOU.
I WAS HOPING YOU'D BE DIFFICULT!
FEEL LIKE TALKING NOW?
UNH UH UH. DON'T LOOK DOWN, SPARKY. IT'S WAY TOO SCARY.
I'M NOT SCARED OF YOU. I KNOW YOUR REP. YOU DON'T HURT PEOPLE.

LOOK AT THE COSTUME. IT'S DIFFERENT, ISN'T IT? WHAT MAKES YOU THINK THAT I'M THE SAME GUY? WHAT IF I TOLD YOU I'M NOT THE SAME GUY-- GUARANTEED!
NYPD
YOU STILL THINK I WON'T DROP YOU?
OKAY, OKAY, I JUST OFFED THE POLICE CHIEF, VINCE WILLIAMS--AND I WAS PART OF THE ATTEMPTED HIT ON DON GERACI--
SO...WHO'S YOUR BOSS? YOU'RE NOT DOING ALL OF THIS FOR KI-I-C-CKS...
NO-O-OO. I'LL COOPERATE.
SPIDER-SENSE--GUN SHOTS!!
NO! HE'S MINE!
THE PUNISHER!!

I'M IMPRESSED THAT YOU RECOVERED FROM MY STINGER SO QUICKLY, CASTLE!!
BUT I'M GETTING REALLY TIRED OF YOU BEING IN MY WAY!
WHAP
PUNISHER ROLLED WITH MY PUNCH--
IS KILLING PEOPLE PART OF YOUR DEAL NOW? IS THAT THE REASON FOR THE NEW COSTUME?
MARLOWE'S NOT DEAD!
LOOK OVER THE EDGE, CASTLE.
IS HE MADE OF RUBBER? YOU THREW HIM OFF OF THE ROOF!!

THERE WAS A FIRE ESCAPE BELOW MARLOWE!!
HE'S GETTING AWAY!!
AND IT'S YOUR FAULT, SPIDER!
I HEARD THIS MARLOWE GUY SAY HE WAS IN ON THE ATTEMPT ON DON GERACI'S LIFE.
I'VE GOT TO MEMORIZE THIS GUY'S FACE BECAUSE I'M GOING TO BE THE ONE TO TAKE HIM OUT OF PLAY.
STAY OUT OF MY WAY, SPIDER. I'M GOING TO TAIL MARLOWE SO THAT I CAN FIND HIS BOSS--AND THEN KILL THEM BOTH!!
VIING
VIIP
VIING
NOT IF I GET THERE FIRST, YOU WON'T, CASTLE!

THE PUNISHER SHOWING UP WAS THE BEST CHRISTMAS GIFT I COULD GET THIS YEAR.
I WISH I HADN'T TOLD THAT GUY IN THE SPIDER-MAN SUIT ANYTHING, BUT AT LEAST I DIDN'T GIVE UP THE BOSS'S NAME.
SPEAKING OF WHICH... I GOTTA REPORT IN TO TOMBSTONE. THIS HIT WILL GET ME BACK IN LIKE FLINT WITH HIM.
DILL, THIS PLAN YOU'VE WORKED OUT FOR ME IS PURE GENIUS. I ALREADY HAVE A MAN IN PLACE IN THE SYSTEM TO TAKE OVER FOR THE POLICE CHIEF...
SURE DOES, BOSS.
BOSS--I HATE TO INTERRUPT THAT TRAIN OF THOUGHT, BUT MARLOWE'S ON HIS WAY UP HERE.
HEY, BOSS. THE HIT WENT OFF LIKE CLOCKWORK. THAT VINCE WILLIAMS, THE POLICE CHIEF, IS PLAYING A VIOLIN WITH LOTS OF OTHER DEAD COPS NOW.
I HAD SOMEONE IN PLACE IN THE GERACI FAMILY, BUT WITH OLD MAN GERACI STILL ALIVE THAT DOESN'T HELP ME AT ALL--YET.
TOMBSTONE--CRIME BOSS OF NEW YORK. IT HAS A NICE SOUND TO IT, DOESN'T IT?
ALL RIIIGHT, MARLOWE!! WAY TO GO! HEY, DILL, DIDN'T I TELL YOU THAT "FAMILY MAN" HERE WOULD COME THROUGH?
SO, WITH THE HIT ON THE CITY COUNCILMAN, GIANELLI, GOING DOWN TONIGHT, TOO, THINGS ARE MOVING LIKE LIGHTNING NOW.
I'LL BE BOSS OF THIS TOWN BEFORE IT EVER KNOWS WHAT HIT IT.


HEY, WHAT'S THIS?!?
BOSS-- MARLOWE'S GOT SOME SORT OF SPIDER THING ON HIS JACKET!
THAT'S A SPIDER TRACER, FOOL!
SNAAACK
MARLOWE, YOU ARE AN INCOMPETENT LOSER, AFTER ALL!!
SPIDER-MAN WILL BE ABLE TO FOLLOW ITS SIGNAL RIGHT TO US.
GIVE ME THAT THING, DILL.
THIS MAKES TWO TIMES YOU'VE FAILED ME, MARLOWE.
CRUUNCH
I HOPE YOUR FAMILY HAS GOOD LIFE INSURANCE ON YOU!

AT THAT SAME MOMENT IN THE APARTMENT OF KATHY SOMERS--
AW, MOM. DAD NEVER TELLS ME WHEN TO GO TO BED. YOU'RE BEING MEAN.
I THINK I'LL USE THIS KEY THAT DAD GAVE ME AND GO BACK AND LIVE WITH HIM.
STEVIE, YOU'VE GOT TO GO TO BED. TOMORROW'S A SCHOOL DAY.
NOT TONIGHT YOU WON'T, YOUNG MAN.
HEY, NO FAIR! DAD GAVE THAT KEY TO ME. HE'S ALWAYS GIVIN' ME STUFF. HE'S SO COOL.
"YOU MAY THINK YOUR DAD IS COOL, STEVIE..."
...BUT I'M YOUR MOTHER AND YOU LIVE WITH ME-- AND I SAY YOU'RE GOING TO BED NOW.
GOOD NIGHT, STEVIE. I LOVE YOU.
DAD'S A GREAT MAN. HE'S BIG AND STRONG NO ONE CAN PUSH HIM AROUND LIKE MOM PUSHES ME AROUND.

WORM!!
IT'S TIME TO FINISH YOU OFF!
THWAAP
ISN'T SEVEN YEARS BAD LUCK FROM BREAKING THAT MIRROR WITH MARLOWE'S POOR HEAD ENOUGH FOR YOU?
YOU HAVE TO KILL HIM, TOO?
SPIDER-MAN!!
I THINK?
THE COSTUME MAY BE DIFFERENT, BUT I'M THE REAL DEAL, TOMBSTONE.
WHOMP

WELL, YOU'LL BE A REAL *DEAD* DEAL AFTER I'M *THROUGH* WITH YOU...
TOO *BUSY* MAKING SURE MARLOWE'S OKAY. FORGOT HOW *FAST* TOMBSTONE IS.
I CAN KEEP THIS *TAP DANCE* UP ALL NIGHT, TOMBSTONE.
MAYBE I CAN HELP OUT THE BOSS HERE.
I'LL *GET* YOU, SPIDER-MAN-- THEN I'LL *KILL* YOU.
C'MON, *UGLY*--YOU CAN DO *BETTER* THAN THAT!!
MORE LIKE *THIS*, TOMBSTONE!
DON'T *WARN* HIM-- JUST *SHOOT*!!

TRUSTY OL' SPIDER-SENSE WARNED ME JUST IN TIME!
BLAM
DILL!! YOU FOOL!! WATCH WHERE YOU'RE SHOOTING!
THAT STINGS!!
K-POW
K-POW
PUNISHER!
YES!! RIGHT PLACE AT THE RIGHT TIME!
GEE, BOSS--I'M SORRY!

YOU INTERFERING IDIOT!!
KAAPP
K-POW
EVEN TWO GUNS WON'T HURT ME, PUNISHER. MY ROCK-HARD SKIN IS IMPERVIOUS TO BULLETS.
YOURS MAY BE-- BUT I DON'T THINK HIS SKIN IS BULLETPROOF. LOOKS LIKE HE'S CAUGHT HIMSELF A RICOCHET ROUND!
GROVER!
WHOMP
DON'T THINK I DON'T SEE YOU SNEAKING UP ON ME, SPIDER.
STAY BACK AND LET ME DO MY WORK.
YOU JUST KILLED A MAN, CASTLE.
AND I'M NOT THROUGH KILLING YET, SPIDER.
I WANT THIS GUY AND I WANT TOMBSTONE.
YOU LET ME DO MY BUSINESS.
IF YOU DON'T-- I'LL TAKE YOU DOWN, TOO.

I'M GONNA START WITH THIS GUY--MARLOWE!!
WHY ME?!?
BECAUSE YOU WERE PART OF THE ATTEMPT ON DON GERACI'S LIFE.
HAHAHA! NOW YOU HAVE TWO PEOPLE WHO WANT YOU DEAD, MARLOWE. LOOKS REALLY BAD FOR YOU.
DON'T LAUGH, PASTY-FACE. YOU'RE GOING DOWN WITH HIM.
HUH?
THWAAP
QUIT THREATENING TO KILL EVERYONE CASTLE. YOU KNOW I WON'T LET YOU DO THAT.
STAY OUT OF THIS, SPIDER!
I'LL KILL YOU IF I HAVE TO.

EVERYBODY--LOOK!! I'M NOT FOOLIN'! THIS IS A BOMB!!
TOMBSTONE--COME OVER HERE WITH ME AND WE'LL GET OUT OF HERE. I'LL SHOW YOU THAT I CAN STILL BE A VALUABLE PART OF YOUR TEAM.
MARLOWE--HUNDREDS OF INNOCENT PEOPLE COULD BE KILLED BY THAT BOMB.
AND YOU WOULDN'T LET ME TAKE HIM OUT!
FAMILY MAN... YOU'VE REALLY REDEEMED YOURSELF WITH THIS ONE!
YOU'VE GOT FIVE SECONDS TO DECIDE WHAT TO DO ABOUT ALL THOSE INNOCENTS, SPIDER-MAN.

HAVE FUN, HEROES!!
LET'S BEAT IT, BOSS.
I THINK I SHOULDA JUST KILLED YOU AFTER ALL, SPIDER.
SHA-WHOOM
TO BE CONTINUED!

MARVEL EDGE
FEB·2
#2 IN A 2 ISSUE LIMITED SERIES!
SPIDER-MAN · PUNISHER
FAMILY PLOT

MOMENTS AGO*:
THE PUNISHER AND SPIDER-MAN WERE EMBROILED IN A STRUGGLE WITH TOMBSTONE IN HIS NEW YORK PENTHOUSE APARTMENT... VICTORY SEEMED WITHIN THEIR GRASP...
...UNTIL OUR HEROES FOUND A GRENADE, TOSSED BY ONE OF TOMBSTONE'S MINIONS, ROLLING TO A STOP AT THEIR FEET.
THE ONLY WAY TO SAVE THEMSELVES WAS TO...
...JUMP!
HEY, SPIDER... DON'T YOU THINK IT'S ABOUT TIME YOU DID SOMETHING HERE?!?
STAN LEE presents:
FAMILY PLOT
PART TWO
redemption
story TOM LYLE
pencils JOE BENNETT
inks MIKE WITHERBY
with TOM WEGRZYN
letters OAKLEY / NJQ
colors CHRIS MATTHYS
edits CHRIS COOPER
edits in chief BOBBIE CHASE
computer color by MALIBU
*SEE SPIDER-MAN/ PUNISHER: FAMILY PLOT #1. --CHRIS

PUNISHER WON'T BE CHEATING DEATH *THIS* TIME... UNLESS I HELP HIM! OR *SHOULD* I?

AFTER ALL, HE IS A CONVICTED KILLER, LAWFULLY SENTENCED TO DEATH. I COULD JUST...

...*NO*...I CAN'T DO THAT!

HANG ON, *CASTLE*. YOU'RE GOING FOR THE *RIDE* OF YOUR LIFE.

NO PROBLEMO, *MISTER* PUNISHER, SIR.

*THWIIIP!!*

JUST AS LONG AS I'M *ALIVE* AT THE END OF IT, SPIDER.

LISTEN, WISEACRE. I STARTED OUT WITH THE INTENT TO *KILL* YOU. IT APPEARS THAT I'VE GOT YOU IN A *GOOD* POSITION TO FINISH THAT JOB.

YEAH... *RIGHT!!*

WHATTYA *MEAN*, "YEAH...RIGHT"?!?! *I'M* THE ONE WITH THE *GUN*, PAL.

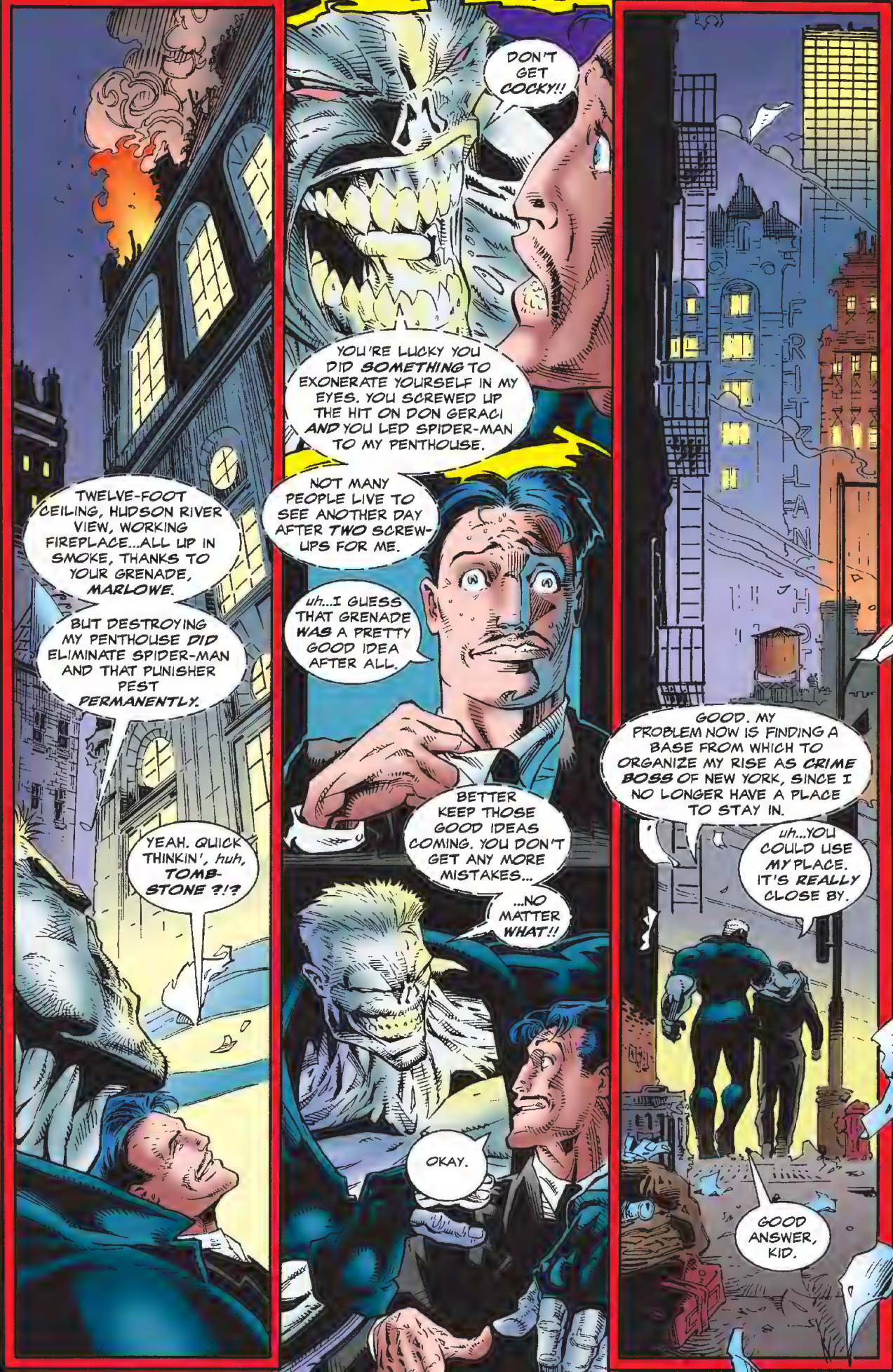
YOU'VE BEEN *INTENTION-ALLY* MISSING ME WITH YOUR SHOTS SO FAR, CASTLE.

NOT ONLY *THAT*, BUT MAYBE YOU HAVEN'T THOUGHT THIS THROUGH. IT'S A *LO-O-O-NG* WAY TO THE STREET BELOW.

WHEN I MISSED THOSE SHOTS EARLIER, I WAS STILL TRYING TO MAKE UP MY MIND AS TO WHETHER OR NOT I REALLY *WOULD* KILL YOU.

I'VE MADE UP MY MIND. YOU'RE GOING DOWN.

YOU CAN SAY WHATEVER YOU WANT, BUT I KNOW YOU'RE NOT GOING TO SHOOT ME...
...MY SPIDER-SENSE ISN'T TINGLING.
OKAY. SO, YOU'RE A GENIUS AND YOU FIGURED THAT OUT.
WHERE'S THAT LEAVE US?!?
I DON'T LIKE YOU, CASTLE. I DON'T LIKE THE WAY YOU OPERATE...
...BUT OUR ONLY CHANCE OF STOPPING TOMBSTONE IS TO WORK TOGETHER, ON ONE CONDITION--
--NO KILLING.
OH, MAN...HE DIDN'T KILL HIM. THIS IS BAD!!
HE HAS TO KILL HIM!
OKAY. WE WORK TOGETHER. BUT...
...TOMBSTONE'S CRONY--STEVE MARLOWE--HE'S GOT TO GO DOWN, TOO. THEY'RE BOTH BEHIND AN ATTEMPT ON THE LIFE OF SOMEONE IN MY 'FAMILY'.
FAMILY? I THOUGHT HIS FAMILY WAS DEAD.


TWELVE-FOOT CEILING, HUDSON RIVER VIEW, WORKING FIREPLACE...ALL UP IN SMOKE, THANKS TO YOUR GRENADE, MARLOWE.
BUT DESTROYING MY PENTHOUSE DID ELIMINATE SPIDER-MAN AND THAT PUNISHER PEST PERMANENTLY.
YEAH. QUICK THINKIN', huh, TOMB-STONE ?!?
DON'T GET COCKY!!
YOU'RE LUCKY YOU DID SOMETHING TO EXONERATE YOURSELF IN MY EYES. YOU SCREWED UP THE HIT ON DON GERACI AND YOU LED SPIDER-MAN TO MY PENTHOUSE.
NOT MANY PEOPLE LIVE TO SEE ANOTHER DAY AFTER TWO SCREW-UPS FOR ME.
uh...I GUESS THAT GRENADE WAS A PRETTY GOOD IDEA AFTER ALL.
BETTER KEEP THOSE GOOD IDEAS COMING. YOU DON'T GET ANY MORE MISTAKES...
...NO MATTER WHAT!!
OKAY.
GOOD. MY PROBLEM NOW IS FINDING A BASE FROM WHICH TO ORGANIZE MY RISE AS CRIME BOSS OF NEW YORK, SINCE I NO LONGER HAVE A PLACE TO STAY IN.
uh...YOU COULD USE MY PLACE. IT'S REALLY CLOSE BY.
GOOD ANSWER, KID.

MAKE YOURSELF USEFUL, CASTLE, AND HELP ME PUT OUT THESE SMALL FIRES.
MEANWHILE, IN THE RUINS OF THE PENTHOUSE...
I DON'T DO FIRES. I'M ONLY HERE TO LOOK FOR A TRAIL THAT LEADS TO TOMBSTONE AND MARLOWE.
THAT'S...unggh... THE WAY TO MAKE A GREAT TEAM.
IT APPEARS TOMBSTONE'S RIGHT-HAND MAN, GROVER DILL, IS STILL DEAD THANKS TO YOU.
HE WAS GUILTY IF HE WORKED FOR THAT ALBINO. THAT MAKES HIM EXPENDABLE.
I THINK THAT THIS MAN YOU'RE SHOWING SO MUCH COMPASSION FOR WAS PROBABLY THE BRAINS BEHIND TOMBSTONE'S PLANS. OL' SCARY-FACE HIMSELF ISN'T SMART ENOUGH TO PLAN A CRIME BOSS TAKE-OVER.
GOOD. THEN WE'VE HURT HIM.
THE SPIDER-TRACER I STUCK TO STEVE MARLOWE'S JACKET!
TOO MANY PEOPLE ARE GETTING HURT HERE. AND IF I TAKE STEVE MARLOWE DOWN LIKE I NEED TO, I'LL BE HURTING HIS SON, STEVIE, AND HIS EX-WIFE, KATHY, TOO.
"IT'S HARD TO BELIEVE ALL THIS MESS GOT STARTED ONLY THIS MORNING, WHILE KATHY AND I WERE WORKING OUR SHIFT AT THE COFFEE SHOP.
"EVEN THEN, THERE WAS SOMETHING ABOUT MARLOWE THAT I DIDN'T LIKE. STEVIE WORSHIPPED HIM, THOUGH.
Coffee Shop

"I COULDN'T SHAKE THAT FEELING ABOUT MARLOWE, SO AFTER WORK I FOLLOWED HIM...
"...AND DISCOVERED HE WAS A KILLER FOR THE MOB.
"I TRIED TO SCARE HIM INTO TELLING ME WHAT FAMILY HE WORKED FOR. IT DIDN'T WORK...
"...PARTLY DUE TO INTERFERENCE FROM THE PUNISHER--WHEN HE ATTACKED ME!
"MARLOWE ESCAPED, BUT HE WAS TOTING A SPIDER-TRACER THAT LATER LED ME TO HIS BOSS...
"...TOMBSTONE.
"JUST AS IT LOOKED LIKE CASTLE AND I WERE GOING TO BRING DOWN TOMBSTONE, MARLOWE TOSSED THAT GRENADE...
"...AND PUNISHER AND I WERE FORCED TO USE THE NEAREST EXIT."

HEY, SPIDER...
WHAT'S UP WITH YOU?!?
I WAS JUST TRYING TO FIGURE OUT WHERE TOMBSTONE AND MARLOWE MIGHT HAVE GONE.
I HAVE AN IDEA OF ONE PLACE THEY MIGHT GO.
THEN WHAT ARE WE STANDING AROUND HERE CHEWING THE FAT FOR?
THEY'RE OUT THERE SOMEWHERE. AND I'M GOING TO TAKE THEM DOWN ANY WAY I CAN.
THEN I HAVE THE GERACI FAMILY TO DEAL WITH.
WHEN SPIDER- MAN MEDDLED IN THE WAR BETWEEN TOMBSTONE AND THE GERACIS, THE SPIDER ENDED UP ON THE GERACI HIT LIST. AND SINCE I'M TRYING TO PROVE MYSELF AS BOSS OF THE GERACI FAMILY, IT FELL TO ME TO PLAY SPIDER-KILLER.
I'VE GOT TO FIGURE OUT HOW TO MAKE THOSE FOLKS HAPPY WHEN THIS IS OVER, SINCE I'VE GONE AGAINST THEIR WISHES AND DECIDED NOT TO KILL SPIDER-MAN.
SOMEHOW, I THINK THAT'S GONNA BE A TOUGH THING TO PULL OFF.
ESPECIALLY SINCE I HAVE NO IDEA AT ALL ON HOW TO GO ABOUT IT.

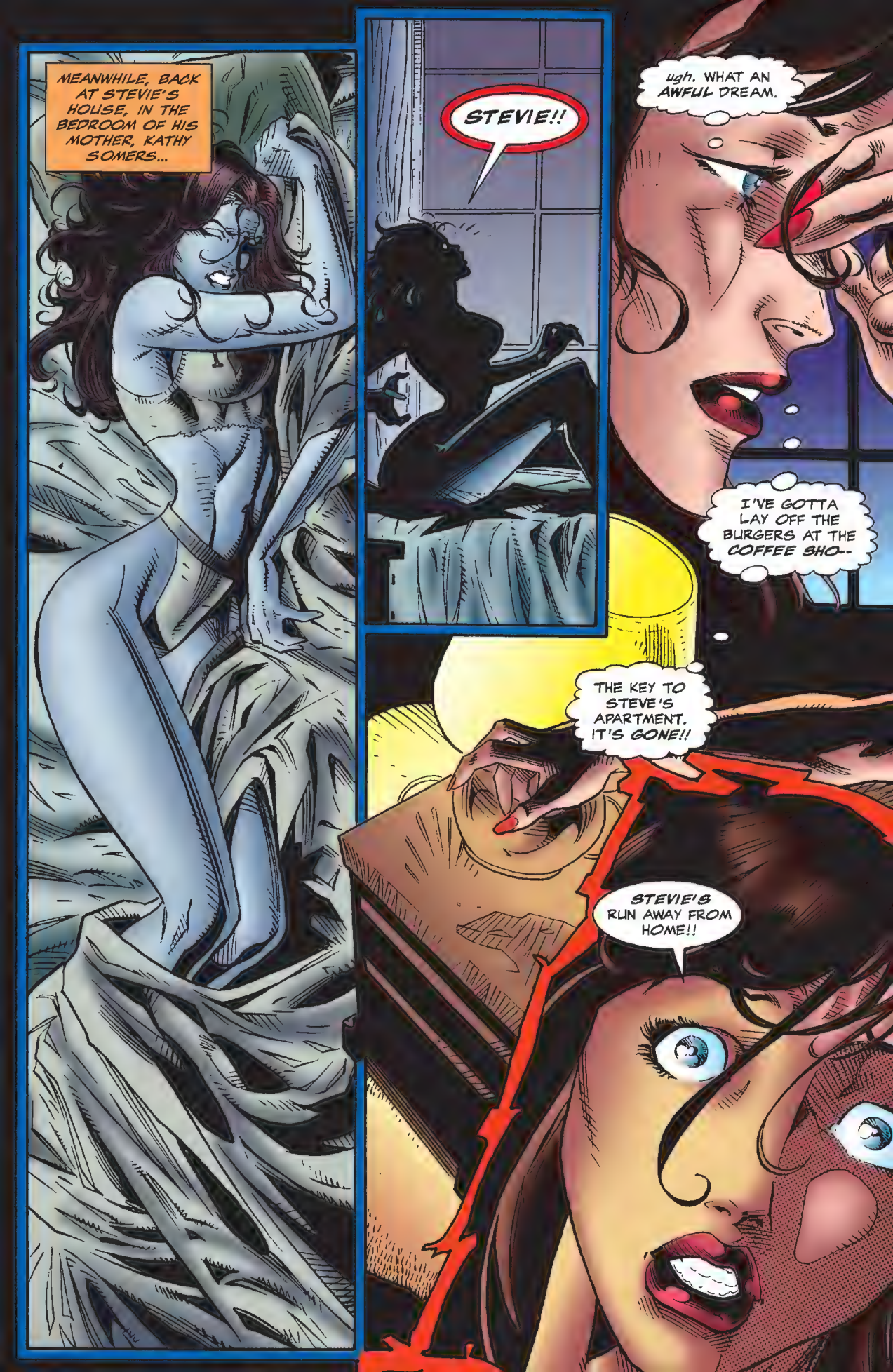
THE GERACI MANSION, OUTSIDE NEW YORK CITY.
THE REPORT WE GOT FROM MARIO PROVES IT!!
NOT ONLY DID CASTLE NOT KILL SPIDER-MAN, BUT HE THREATENED TO KILL A MEMBER OF OUR FAMILY--MARIO.*
* IN SPIDER-MAN/PUNISHER: FAMILY PLOT #1. --CHRIS
THAT PROVES HE'S TOO DANGEROUS. I SAY WE CUT OUR LOSSES AND TAKE HIM OUT WHILE WE CAN!
MAYBE JOEY'S RIGHT, DON GERACI. WHAT YOU THINKING 'BOUT ALL THIS, LESLIE?
YOU'RE ALL JUMPING THE GUN.
VINNIE, I KNOW IT DOESN'T LOOK GOOD SINCE THE PUNISHER THREATENED TO KILL YOUR SON, MARIO...
YEAH. THAT'S TRUE...WHAT'S WITH YOU, JOEY? YOU'RE TWITCHIN' LIKE A BUG UNDER A MAGNIFYING GLASS.
NOTHIN'. JUST THINKING ABOUT SOME STUFF.
WHEN I MADE THAT DEAL WITH TOMBSTONE TO BECOME HEAD OF THE GERACI FAMILY, I DIDN'T KNOW THAT HE'D ACTUALLY TRY AND KILL DON GERACI.
THERE'S MORE TO FRANK CASTLE THAN ANY OF US CAN KNOW. HE MAY YET KILL SPIDER-MAN. SO HE STAYS.
FOR NOW.
BUT IF CASTLE FAILS US...
...BUT I JUST CAN'T HELP FEELING THAT THE FAMILY HASN'T GIVEN CASTLE ENOUGH TIME TO REALLY PROVE HIMSELF--ONE WAY OR THE OTHER.
NOT ONLY THAT, BUT WE KEEP TESTING HIM. WHY SHOULD HE TRUST US?
STUPID!!
I'VE REALLY GOT TO COVER MY BUTT ON THIS ONE.
...HE'LL WISH HE'D DIED IN THAT ELECTRIC CHAIR.

MEANWHILE...
...IN THE BEDROOM OF LITTLE STEVIE MARLOWE... HIS MOTHER'S APARTMENT...
I CAN'T SLEEP. I DON'T WANT TO SLEEP.
I'M SO MAD AT MOM. SHE'S GOT TOO MANY RULES.
AND SHE'S MEAN TO ME.
NOT LIKE DAD. HE LETS ME DO PRETTY MUCH WHAT I WANT. VIDEO GAMES, MOVIES... ANYTHING.
I'M GONNA GO LIVE WITH HIM.
FIRST..I'VE GOT TO GET THE KEYS TO DAD'S PLACE BACK FROM HER.
THEN WE'RE ON OUR WAY.
MAN, IT'S DARK.
EEEEEEEEEE
THE COPS!!
NO. JUST AN AMBULANCE.
THOUGHT MAYBE MOM HAD THE COPS OUT AFTER ME ALREADY.
I'M NOT SCARED. I CAN MAKE IT AROUND THE CITY ON MY OWN...

"...AND ONCE I GET TO DAD'S APARTMENT, IT'LL BE JUST ME AND HIM, AND NOBODY TO TELL US WHAT TO DO!"
SO WHAT NOW, BOSS?
WHERE DO I GO FROM HERE? THAT GROVER DILL HAD TO GO AND GET HIMSELF KILLED AND HE HAD THE WHOLE PLAN IN HIS HEAD.
HE SAID WE SHOULDN'T LEAVE A PAPER TRAIL.
PROBLEM IS...I GOT NO TRAIL, NOW.
DON'T INTERRUPT ME WHEN I'M THINKING!!
urr uumpph duin nubin!!
NOW WHERE WAS I?
I GOT IT!!
THE MAYOR!! WE TAKE HIM OUT TONIGHT...I KNOW HE WAS ON DILL'S LIST.
BOSS, I'M NOT SURE WE CAN DO THAT. WITH ALL THE OTHER HITS THAT HAVE GONE DOWN, THEY'VE BEEFED UP SECURITY EVERY-WHERE.
EVEN THE MAYOR'S GOT... uh...GOT...uh, FORGET I SAID ANYTHING.

WHEN I WANT YOUR OPINION...
...I'LL ASK FOR IT!!
HI, DAD. IT'S ME. WHAT'S ALL THE NOISE? I...uh...I...
STEVIE!! SON, WHAT ARE YOU DOING HERE?!? GO HOME, RIGHT NOW!
PLEASE!!
YOU-- THE KID-- NOW!!
BOSS-- PLEASE--DON'T HURT MY KID. IF YOU LET HIM GO, I PROMISE IT WILL BE OKAY.
BOSS-- HE'S MY ONLY SON!

THE KID HAS SEEN TOO MUCH.
I'M GONNA KEEP HIM HERE UNTIL MY PLANS ARE ALL WRAPPED UP AND I'M THE NEW CRIME BOSS OF NEW YORK.
YOU TWO!!
YOU JUST VOLUNTEERED TO TAKE GORDY'S PLACE, SINCE HE WENT AND DIED ON ME JUST 'CAUSE I SMASHED HIM INTO A WALL.
YOU TWO WILL BE PARTNERED WITH MARLOWE, HERE, FOR THE HIT ON THE MAYOR.
DON'T SCREW UP, MARLOWE, OR YOU'LL ALL END LIKE GORDY... OR WORSE!!
HERE. PUT THIS UNIFORM ON, JOHN.
KID. YOU GOT A CHOICE--
THEN, THE KID CAN GO FREE.
YEAH, FREE-- RIGHT!!
--EITHER I KEEP YOU GAGGED ALL THE TIME--
DADDY...
--OR YOU KEEP YOUR MOUTH SHUT AND BE GOOD AND QUIET.
IT'S YOUR CHOICE, KID.
ACME
DADDY-- DON'T LEAVE ME HERE--
I'LL BE BACK, SON. I PROMISE.
PLEASE...DON'T LET HIM HURT MY SON.


MEANWHILE, BACK AT STEVIE'S HOUSE, IN THE BEDROOM OF HIS MOTHER, KATHY SOMERS...
STEVIE!!
ugh. WHAT AN AWFUL DREAM.
I'VE GOTTA LAY OFF THE BURGERS AT THE COFFEE SHO--
THE KEY TO STEVE'S APARTMENT. IT'S GONE!!
STEVIE'S RUN AWAY FROM HOME!!

"HE'S GOT TO BE ON HIS WAY TO HIS FATHER'S APARTMENT!"
THERE'S AN *INNOCENT BOY* IN MARLOWE'S APARTMENT, SPIDER. WE DON'T MAKE A *MOVE* IF IT PUTS THAT KID IN DANGER.
*EASY*, CASTLE. MY FIRST CONCERN IS FOR THE CHILD, TOO...
...MORE THAN YOU KNOW! THAT'S *STEVIE* IN THERE-- KATHY'S KID! BUT EVEN IF WE KEEP HIM FROM GETTING HURT *PHYSICALLY*...
...WHAT'S TAKING HIS *DAD* DOWN GONNA DO TO HIS *HEAD*?
NOW, BE *QUIET* FOR A MINUTE. I WANT TO HEAR WHAT TOMBSTONE IS SAYING.
*LOOK*, KID. GO SIT DOWN OVER THERE AND KEEP *QUIET*. IF YOUR DADDY'S GOOD, THE HIT ON THE MAYOR WILL GO DOWN EASY AND HE'LL BE BACK SOON.
MY DADDY WOULDN'T KILL ANYONE.
DREAM ON, KID.
IF HE SCREWS *THIS* UP, THOUGH, *I'LL* BE THE ONE DOING THE KILLING... OF YOUR PRECIOUS DADDY.

THE MAYOR!!

GOTTA STOP MARLOWE...BUT I CAN'T LEAVE STEVIE IN THE CLUTCHES OF THAT *MADMAN!!*

LOOKS LIKE YOU GOT A REAL DILEMMA HERE, SPIDER. YOU'RE GONNA *HAVE* TO TRUST ME TO TAKE CARE OF ONE OF THESE THINGS WITHOUT YOU BEING RIGHT THERE BESIDE ME.

I WANT TOMBSTONE.

NO.

STEVIE'S SAFETY IS *MY* RESPONSIBILITY.

HAVE IT *YOUR* WAY, THEN. *I'M* OFF TO THE MAYOR'S, WHERE ME AND MY PAL *MARLOWE* CAN HAVE A CHAT.

NO KILLING, CASTLE.

I DON'T THINK YOU'VE GOT MUCH SAY IN THE MATTER, SPIDER.

BUT I'LL BRING MARLOWE BACK *ALIVE*. NOT BECAUSE IT'S WHAT *YOU* WANT, BUT BECAUSE *I* WANT IT.

JUST BE SURE THAT *TOMBSTONE'S* STILL HERE WHEN I GET BACK.

THE CHILD'S SAFETY COMES BEFORE ANY VENDETTA, CASTLE.

THWIP

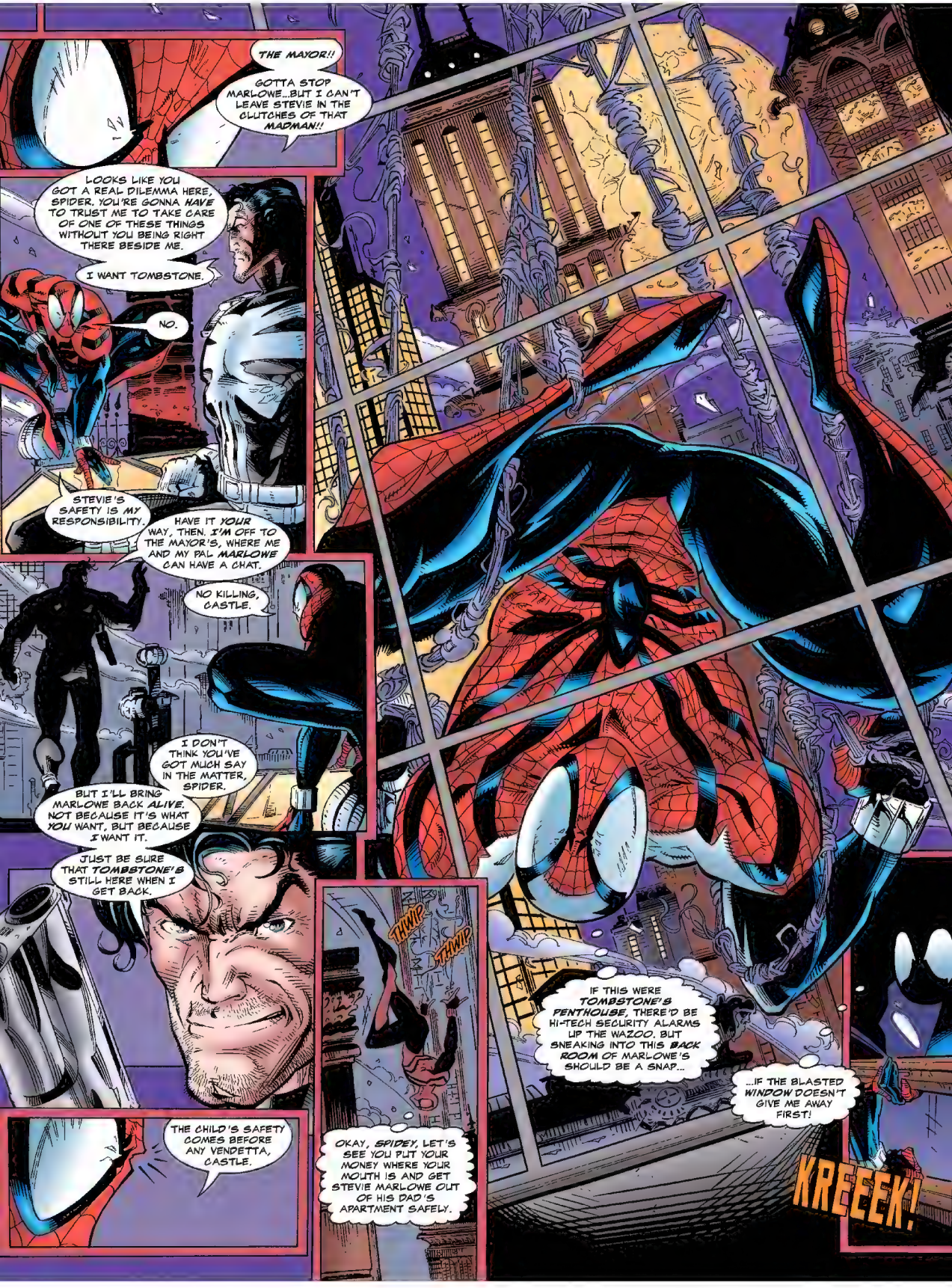
THWIP

OKAY, *SPIDEY*, LET'S SEE YOU PUT YOUR MONEY WHERE YOUR MOUTH IS AND GET STEVIE MARLOWE OUT OF HIS DAD'S APARTMENT SAFELY.

IF THIS WERE *TOMBSTONE'S PENTHOUSE*, THERE'D BE HI-TECH SECURITY ALARMS UP THE WAZOO. BUT SNEAKING INTO THIS *BACK ROOM* OF MARLOWE'S SHOULD BE A SNAP...

...IF THE BLASTED *WINDOW* DOESN'T GIVE ME AWAY FIRST!

KREEEK!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...IF THE BLASTED WINDOW DOESN'T GIVE ME AWAY FIRST!
KREEEK!

I THOUGHT FOR SURE THAT SOMEONE WOULD HEAR THAT WINDOW.
I... VOICES!!
I'LL BE BACK. I GOTTA FIND THE JOHN. MAN, HOW DOES MARLOWE AFFORD A PLACE THIS BIG?
I KNOW WHAT YOU MEAN. THIS PLACE IS FREAKIN' HUGE.
HUGE. I'LL BE GETTIN' ME A HUGE PLACE OF MY OWN. SOON'S I FIGURE OUT--
SKRICH
huh?!?
mmmrrmpphh! frufph!
I HOPE HE DIDN'T NEED TO USE THE BATHROOM TOO BADLY.
JOKE ALL YOU WANT AFTER THIS IS OVER, REILLY. RIGHT NOW THERE'S A SCARED LITTLE BOY WHO NEEDS YOUR HELP. YOU'D BETTER NOT LET HIM DOWN...

"...I JUST HOPE THE PUNISHER DOESN'T LET ME DOWN."
WHO ARE YOU GUYS?
ACME MAINTENANCE. WE'RE HERE TO CLEAN THE BUILDING.
AIN'T EVERYONE IN A HURRY NOWADAYS? YOU GUYS ARE CLEAN. YOU CAN GO ON IN.
WE THOUGHT THAT EVERYONE FROM THE CLEANERS WAS HERE ALREADY.
THEY CALLED IN FOR SOME 'SPECIAL' CLEANERS TO HELP WITH A PROBLEM. WE'RE IT.
WELL...WE GOT TO SEARCH ALL YOU GUYS BEFORE YOU CAN GO IN.
I DON'T MEAN TO RUSH YOU GUYS, BUT CAN YOU HURRY IT UP? WE'RE ALREADY RUNNING LATE.
THANKS, OFFICER. YOU HAVE A GOOD EVENING NOW.
OKAY, JOHN, GET THEM OUT OF THERE.
GUNS IN WATERPROOF BAGS. GREAT IDEA, STEVE.

GET READY. THE DOORS ARE OPENING.
BRRRAATTT
HEY, WAIT-- UNNGHH!!
BRRRRT
OH, MAN, THIS IS GOING GREAT!
SHUT UP!! THE MAYOR'S PLACE IS RIGHT AROUND THIS CORNER, YOU IDIOT.
LET'S GET THESE GUYS OUT OF THE WAY AND GET INSIDE THE MAYOR'S AS QUICK AS POSSIBLE.
BRAATTT
CHECK THEIR POCKETS FOR KEYS.
PAYDIRT!!

WE'RE IN!!
LET'S DO THE DEED AND GET OUT BEFORE THE COPS DOWNSTAIRS FIND OUT WHAT'S GOING ON!
THE MAYOR'S BEDROOM IS THIS WAY. WE'RE CLEAR ALL THE WAY.
SOME POINT MAN YOU'D MAKE, MARLOWE
KERR
K-POW
K-POW
K-POW
AGK-!
VIP
VIP
VIP

DROP IT, MARLOWE.
PUNISHER? NO NO NO...
I SAID...DROP IT!!
YOUR TWO PALS ARE DOWN AND YOU'VE GOT NO BACK-UP.
SO IT'S JUST YOU AND ME NOW. ARE YOU MAN ENOUGH TO TAKE ME ON?
PLEASE. GIVE ME AN EXCUSE TO PULL THE TRIGGER.
ACME
OKAY.
YOU WIN.

GOOD ANSWER, KID.
WHAT'S GOING ON OUT THERE? WHERE ARE MY BODYGUARDS?
EVERYTHING'S UNDER CONTROL, MR. MAYOR. JUST SOME MICE.
ACME
LOOK, I KNOW YOU'RE GONNA KILL ME...
...BUT BEFORE YOU DO, I GOTTA MAKE SURE MY SON IS SAFE.
I'M NOT GOING TO KILL YOU...
...YET!!
BUT, YOU ARE GOING BACK WITH ME TO FACE TOMBSTONE.
WHETHER YOU WANT TO OR NOT!

"BY THE WAY...YOUR SON'S PROBABLY IN SAFE HANDS BY NOW."
I'VE HAD JUST ABOUT ENOUGH OF YOU, BOY. I CAN'T THINK STRAIGHT WITH YOU IN HERE WHINING ALL THE TIME.
I WANNA GO HOME.
I :sniff: WANT MY MOM.
I'VE GOT TO GET RID OF THIS BOY IF I EVER EXPECT TO FIGURE OUT THE NEXT STAGE OF MY TAKEOVER PLAN.
SHAWN!! BENNY!! WHERE'D YOU ALL GET TO?!
GET IN HERE AND TAKE CARE OF THIS KID--NOW!!
OHMAN-OMANOMAN--RUN, STEVIE!!
NOT SO FAST, KID.

I NEVER HAD ANY PATERNAL DESIRES IN MY LIFE--AND YOU'VE MADE ME GLAD OF THAT, KID.
SHAWN!! GET IN HERE, NOW!!
BOSS-- TRIED TO STOP HIM...
AT THAT MOMENT, AT THE FRONT DOOR...
HE'S NOT GOING TO DO ANYTHING TO STEVIE, MA'AM--
--NOW THAT MY WEB-BALL HAS KNOCKED STEVIE FREE OF HIS GRASP...
STEVIE!! W-WHAT ARE YOU DOING TO MY STEVIE?!!
WHO--?!?

WHAM!
...AND KNOCKED OUT THE LAST OF HIS PLAYMATES.
NOW IT'S JUST YOU AND ME, TOMB-STONE.
YOU!!
BUT YOU'RE DEAD!!
I'M VERY FAR FROM BEING DEAD--
--AND THE NAME'S NOT YOU-- IT'S SPIDER-MAN!!
STEVIE...HEAD FOR THE DOOR, SON.
WE'RE GETTING OUT OF HERE.

YEE-AA-A-RRR!!!
SLOPPY ATTACK, PASTY-FACE.
IT WASN'T YOU I WAS AFTER, FOOL!
GET BACK IN HERE, YOU TWO.
CAN'T AFFORD ANY MORE MISTAKES IN JUDGMENT LIKE THAT ONE.
TIME TO TAKE THIS SUCKER DOWN--HARD!!
WHAM!
KROM!
WHOA!!
WITHOUT MY SPIDER-SENSE, HE WOULD HAVE TAGGED ME JUST THEN...
...INSTEAD THE REAL-ESTATE AGENTS ARE GOING TO HAVE SOME HEAVY REDECORATING TO DO WHEN THIS IS OVER...

"...AND I PLAN TO MAKE THIS OVER FAST!"
I'M TIRED OF YOU, LITTLE MAN.
I'M GOING TO SQUASH YOU!
WHAM

I'LL KILL YOU WITH MY BARE HANDS!!
WITH YOU OUT OF THE WAY, LITTLE MAN, I'LL BE ABLE TO TAKE OVER AS CRIME BOSS EASILY.
DODGING THAT COFFEE TABLE LEFT ME OPEN FOR TOMBSTONE'S ATTACK!
CAN'T--BREAK--HIS--HOLD--
FORGOT--HOW STRONG--HE IS.
...SOME SPIDER STINGERS!!
LET'S SEE HOW MUCH HE LIKES...
FORGET ABOUT MY BULLET-PROOF SKIN, YOU LITTLE--?
WHA--?!?
WHAT IS THAT?!?
YAAAIIII!!
SPIDER-SENSE IS GOING OFF AGAIN. WHAT--?
SOMETHING'S BLOWING OUT THE FRONT DOOR!
BOOM!

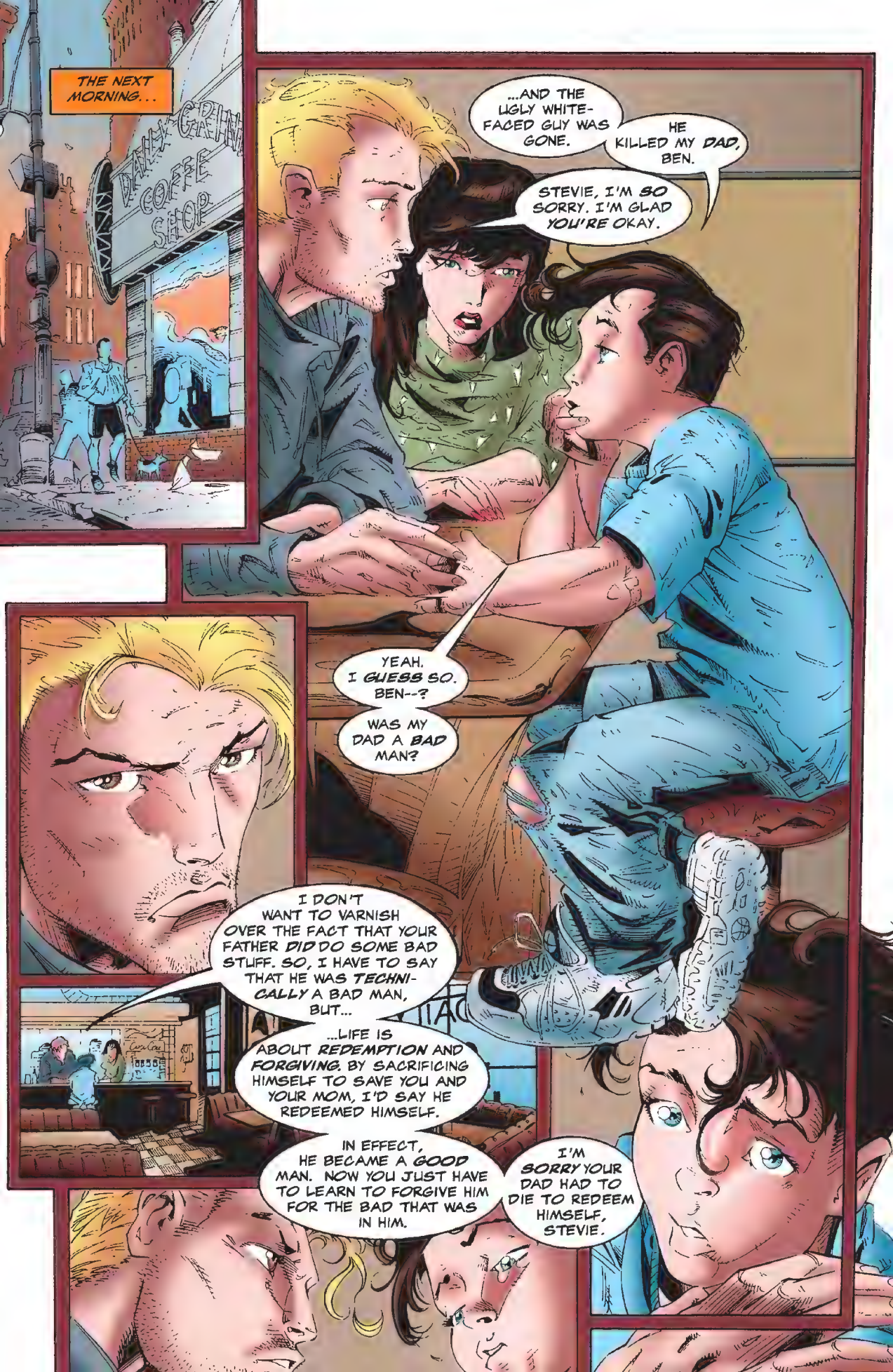
WELL, WELL... THE PUNISHER! I SHOULD HAVE KNOWN YOU'D BE ALIVE, TOO.
YEAH-- WELL, I'M LIKE THE PROVERBIAL BAD PENNY. I KEEP TURNING UP...WITH A BATCH OF HANDY GRENADES AND SOME OTHER SURPRISES THIS TIME.
LET'S SEE WHAT I CAN DO ABOUT THAT.
DAD!! YOU CAME BACK FOR ME!
STEVIE AND KATHY--MY WHOLE FAMILY'S IN DANGER BECAUSE OF ME!
EITHER OF YOU HEROES TRIES ANYTHING AND I SHOOT HER AND THAT WHINY KID.
TOMBSTONE...
WHAACK
I'M STILL A LOYAL EMPLOYEE. I WANT IN ON THIS ACTION. I'VE GOT TO BE PART OF YOUR TEAM.

EVEN IF YOUR SON AND WIFE'S LIVES ARE AT STAKE? WHAT HAPPENED TO THE GREAT FAMILY MAN?
NOTHIN'S MORE IMPORTANT TO ME THAN BEING A PART OF YOUR TEAM...THE TEAM OF THE NEW CRIME BOSS OF NEW YORK.
BESIDES... THE OLD LADY AND I ARE DIVORCED.
STEVE!!
DAD-DY!!
I'M NOT THE BEST FATHER IN THE WORLD ANYWAY...
...BUT I'D NEVER LET A SCUM LIKE YOU HARM A HAIR ON THEIR HEADS.
SUCH A FEEBLE ATTEMPT AT HEROISM, MARLOWE.
BLAAM
NOT SO FEEBLE, CONSIDERING IT DISTRACTED YOU FROM THE BOY AND HIS MOTHER LONG ENOUGH FOR ME TO...
SPIDER-SENSE TINGLING--WHY?!?
SPIDER--
--TAKE CARE OF THE KID AND HIS MOTHER.

I'LL TAKE CARE OF MR. SUNSHINE MYSELF.
YOU TWO STAY DOWN!!
AND KEEP YOUR FINGERS CROSSED THAT THIS WEB SHIELD HOLDS UP!
OH --

I DON'T SEE ANY SIGN OF TOMBSTONE.
DON'T SUPPOSE THERE'S MUCH OF HIM LEFT TO SEE.
GEEZ, CASTLE--HOW ABOUT A LITTLE LESS FIRE-POWER NEXT TIME?!?
YOU TWO OKAY?
I THINK SO.

I SAID NO KILLING.
YEAH? WELL I DON'T HAVE ANY SYMPATHY FOR HIS KIND WHEN THEIR TICKETS GET PUNCHED.
BUT DON'T MAKE ME PUNCH YOURS.
I'M GETTING OUT OF HERE AND YOU'RE NOT GOING TO STOP ME.
CASTLE, I--
DADDY! DADDY, DON'T DIE!
STEVIE... THERE'S...NOTHING WE CAN DO.
STEVIE AND KATHY NEED ME, BUT...
PUNISHER'S GONE!!
I HAVE BETTER THINGS TO TAKE CARE OF, ANYWAY.
SOMETIMES A HUG SAYS MORE THAN ANY WORDS EVER COULD.


THE NEXT MORNING...
DAN'S COFFEE SHOP
...AND THE UGLY WHITE-FACED GUY WAS GONE.
HE KILLED MY DAD, BEN.
STEVIE, I'M SO SORRY. I'M GLAD YOU'RE OKAY.
YEAH. I GUESS SO. BEN--?
WAS MY DAD A BAD MAN?
I DON'T WANT TO VARNISH OVER THE FACT THAT YOUR FATHER DID DO SOME BAD STUFF. SO, I HAVE TO SAY THAT HE WAS TECHNI-CALLY A BAD MAN, BUT...
...LIFE IS ABOUT REDEMPTION AND FORGIVING. BY SACRIFICING HIMSELF TO SAVE YOU AND YOUR MOM, I'D SAY HE REDEEMED HIMSELF.
IN EFFECT, HE BECAME A GOOD MAN. NOW YOU JUST HAVE TO LEARN TO FORGIVE HIM FOR THE BAD THAT WAS IN HIM.
I'M SORRY YOUR DAD HAD TO DIE TO REDEEM HIMSELF, STEVIE.

DOES... DOES WHAT MY DAD DID MAKE ME BAD?
NO! DON'T THINK THAT WAY.
THAT'S NOT HOW LIFE WORKS.
LOOK. STEVIE. I DON'T KNOW EVERYTHING. NOT EVEN PEOPLE WITH MORE POWERS THAN USUAL, LIKE SPIDER-MAN, HAVE ALL THE ANSWERS.
I DO KNOW THAT WHAT YOU DO, NOT WHAT THOSE AROUND YOU DO, DETERMINES WHETHER YOU'RE GOOD OR BAD.
MOM SAID SOMETHING SORTA LIKE THAT, TOO.
SHE'S A GOOD MOTHER, STEVIE. REMEMBER THAT, BECAUSE WE ARE WHAT WE DO WITH AND IN OUR LIVES. THOSE ARE THE MEMORIES THAT PEOPLE WILL HAVE OF US.
REMEMBER ONLY THE GOOD THINGS ABOUT YOUR DAD. THAT'S ALL THAT COUNTS. HE EARNED THAT, I THINK.

I COULD NOT KILL SPIDER-MAN.
I TOLD YOU HE'D LET US DOWN!
IT SEEMS YOU WERE RIGHT, JOEY.
IS HE, DON GERACI? THIS ALL STARTED OVER FAMILY HONOR. YOU EVEN WENT SO FAR AS TO LECTURE ME ON HONOR.
I'M A SOLDIER. I KNOW HONOR. I KNOW RESPECT. AND HONOR KEPT ME FROM FULFILLING THE FAMILY'S DECISION.
SPIDER-MAN SAVED MY LIFE LAST NIGHT. COULD I REPAY THAT DEBT OF HONOR BY KILLING HIM? I THINK NOT.
I DID FIND THE PARTIES RESPONSIBLE FOR THE ATTEMPT ON DON GERACI'S LIFE. THEY HAVE BEEN DEALT WITH... PERMANENTLY.
I'VE HEARD TOMBSTONE'S BODY WAS NEVER FOUND.
THAT MUCH IS TRUE. BUT I THINK IT'S SAFE TO SAY THAT EVEN IF TOMBSTONE'S ALIVE, IT'LL BE A LONG TIME BEFORE HE CHALLENGES US AGAIN.

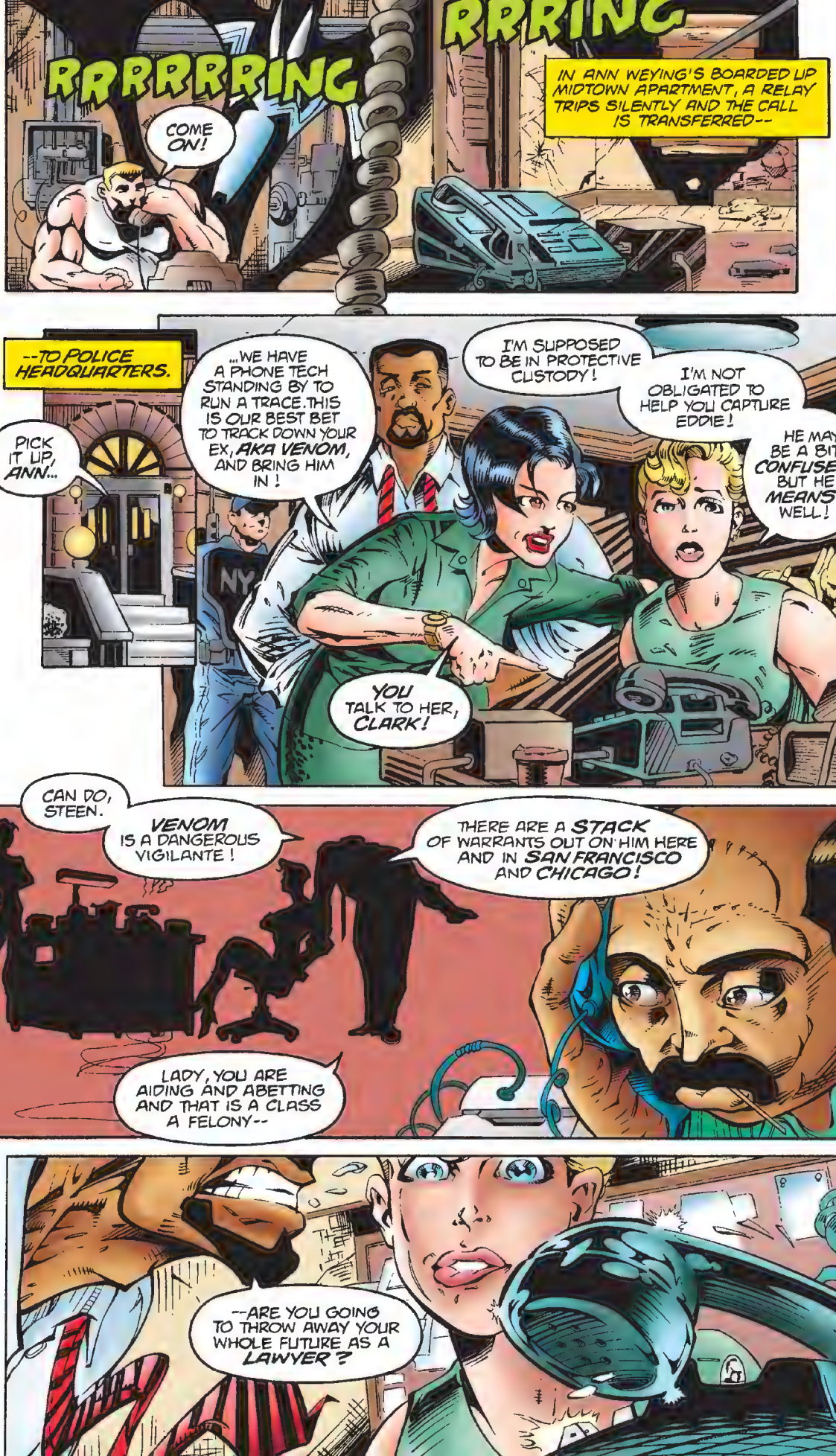
WHAT A CROCK!! ALL OF IT! WE'RE SUPPOSED TO BELIEVE SPIDER-MAN SAVED YOUR LIFE BECAUSE YOU SAY SO?!
NO...
...BECAUSE I SAY SO.
MARIO?
I FOLLOWED YOU, CASTLE, EVEN AFTER YOU WARNED ME NOT TO...
...SO I WAS THERE. I SAW THE EXPLOSION AND WATCHED SPIDER-MAN SAVE CASTLE'S LIFE.
GRAND-FATHER, I STILL THINK--
WHAT YOU THINK DOESN'T MATTER, JOEY.
I THINK THAT THE TIME TO QUESTION IS PAST. YOU'VE DONE THIS FAMILY WELL, FRANK.
LET NO ONE QUESTION YOUR LOYALTY.
YOU'RE STILL A LOUSY SHADOW, MARIO, BUT I THINK YOU'RE A GOOD SOLDIER. THANKS FOR BACKING ME UP.
AN HONOR... BOSS.

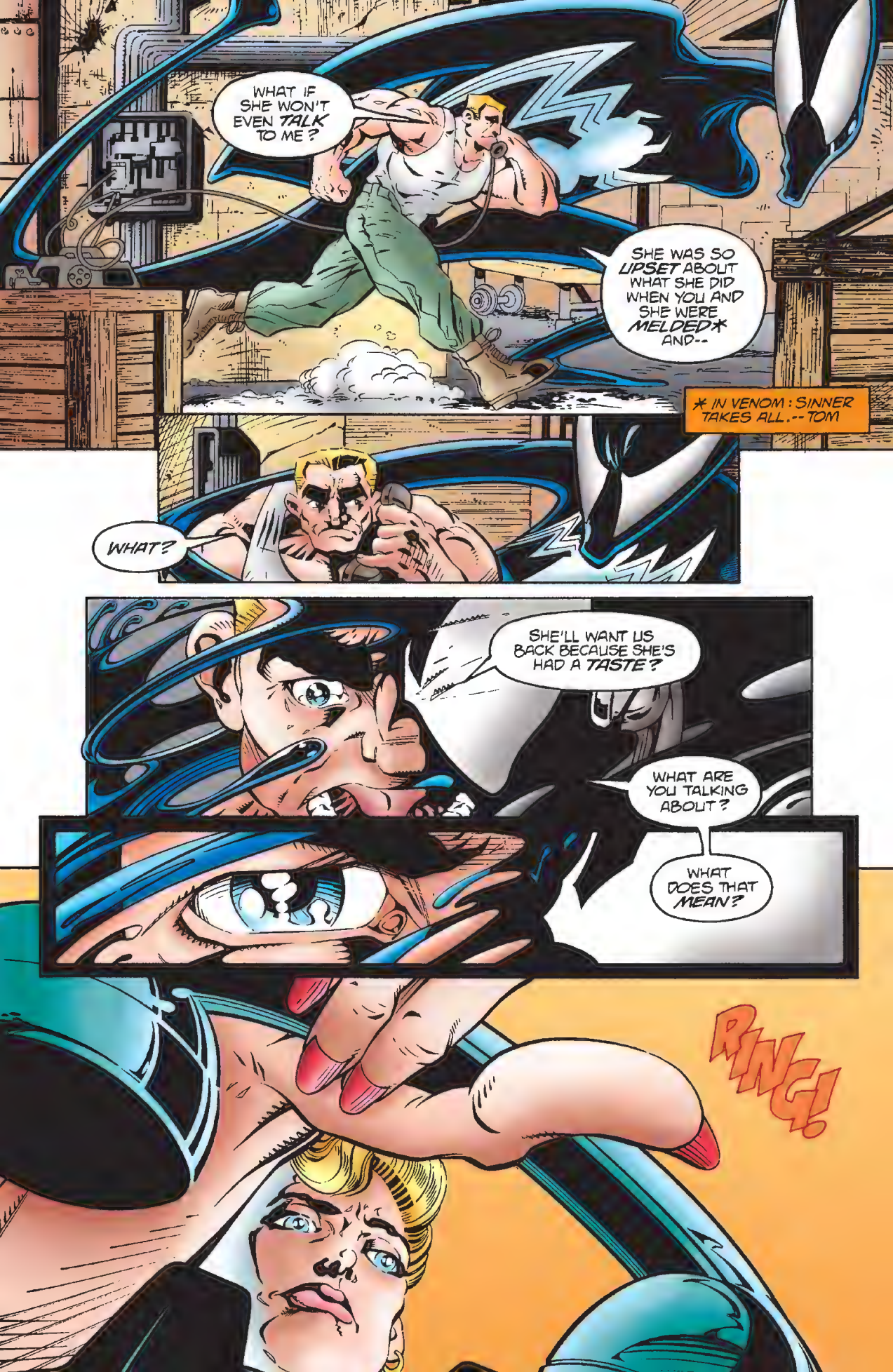
YOU KNEW THAT MARIO WAS FOLLOWING YOU THE WHOLE TIME, DIDN'T YOU? IF YOU HAD KILLED HIM LIKE YOU THREATENED TO DO--
--NONE OF YOU WOULD HAVE EVER FORGIVEN THAT.
I AM BONDING WITH THIS FAMILY. DOES THAT BETRAY MY REAL FAMILY?
DOES THAT MAKE THEIR DEATHS MEANING-LESS?
I CAN'T LET THAT HAPPEN.
I THINK YOU'RE STARTING TO UNDERSTAND THIS FAMILY. I MIGHT EVEN LEARN TO TRUST YOU MYSELF.
I COULD PROBABLY SAY THE SAME ABOUT YOU.
JOEY, THOUGH, NEEDS A CLOSER WATCHING.
BUT RIGHT NOW, I NEED TO BE ALONE.
ONE DAY AT A TIME, CASTLE. THAT'S THE BEST YOU CAN DO.
THAT'S THE BEST ANYONE CAN DO.
THE END
JOE BENNETT '95

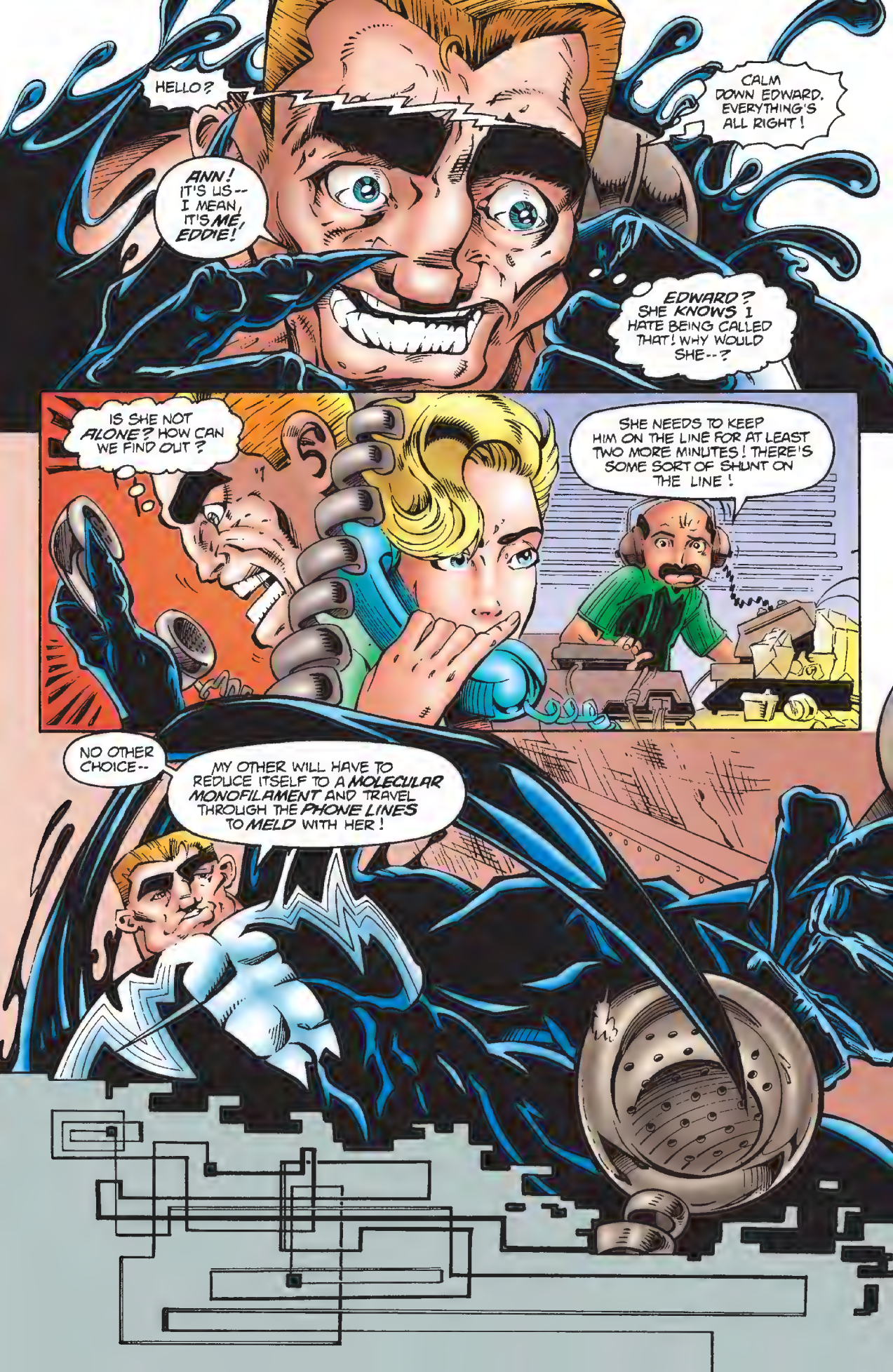
#1
The NEW SPIDER-MAN vs.
VENOM
JAN
MARVEL
SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
ALONG CAME A SPIDER...

DEEP UNDER THE STREETS OF NEW YORK CITY...
HA! WE'VE BEEN DOWN IN THE REALLY DEEP REACHES OF THE EARTH FOR SO LONG, THESE SEWER TUNNELS SEEM ABSOLUTELY VERTIGINOUS!
BUT IT WAS NECESSARY TO KEEP A LOW PROFILE AFTER COMING BACK FROM THE SYMBIOTE PLANET!
RANGER RIDER

WE CAN SAVE THE WORLD ALL RIGHT...
...SO HOW COME OUR PERSONAL LIFE IS SUCH A MESS?
AH, HOME--
--AS IT WERE!
GOOD LORD! WE FORGOT ALL ABOUT ANN!*
WE'VE GOT TO FIND OUT IF SHE IS ALL RIGHT AFTER ALL THOSE RAMPAGING SYMBIOTES TRASHED HALF THE CITY!**
GOOD THING WE TAPPED INTO THIS SUBWAY PHONE LINE--
BEEP BOOP BEEP BIP BOOP BEEP BIP
COME ON, ANN-- ANSWER!
*ANN WEYING IS EDDIE BROCK'S EX-WIFE!--TOM
**SEE "PLANET OF THE SYMBIOTES" IN THE 1995 SPIDER-MAN SUPER SPECIALS.--TOM

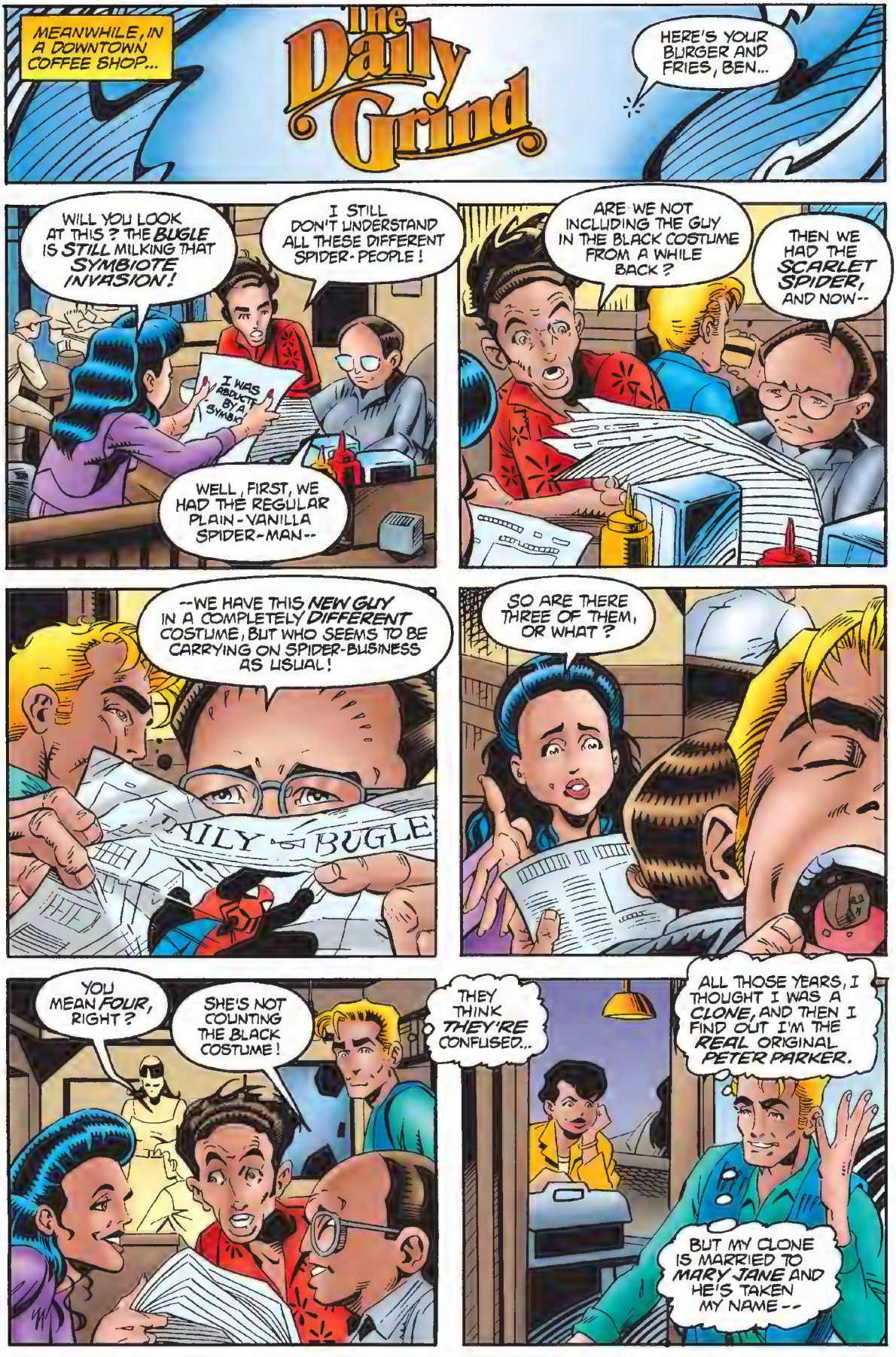

RRRRRRING
COME ON!
RRRING
IN ANN WEYING'S BOARDED UP MIDTOWN APARTMENT, A RELAY TRIPS SILENTLY AND THE CALL IS TRANSFERRED--
--TO POLICE HEADQUARTERS.
PICK IT UP, ANN...
...WE HAVE A PHONE TECH STANDING BY TO RUN A TRACE. THIS IS OUR BEST BET TO TRACK DOWN YOUR EX, AKA VENOM, AND BRING HIM IN!
I'M SUPPOSED TO BE IN PROTECTIVE CUSTODY!
I'M NOT OBLIGATED TO HELP YOU CAPTURE EDDIE!
HE MAY BE A BIT CONFUSED BUT HE MEANS WELL!
YOU TALK TO HER, CLARK!
CAN DO, STEEN.
VENOM IS A DANGEROUS VIGILANTE!
THERE ARE A STACK OF WARRANTS OUT ON HIM HERE AND IN SAN FRANCISCO AND CHICAGO!
LADY, YOU ARE AIDING AND ABETTING AND THAT IS A CLASS A FELONY--
--ARE YOU GOING TO THROW AWAY YOUR WHOLE FUTURE AS A LAWYER?

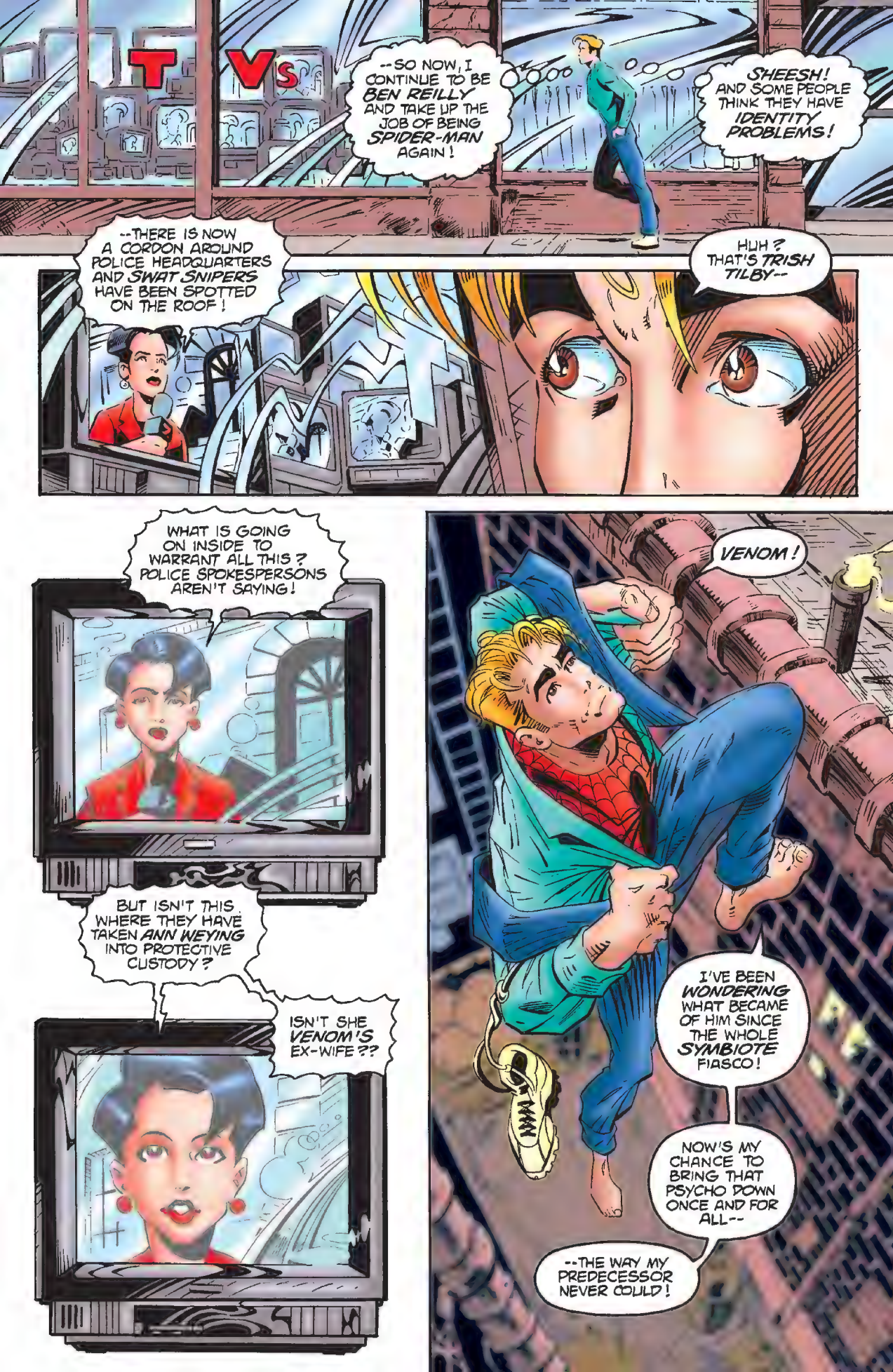

WHAT IF SHE WON'T EVEN TALK TO ME?
SHE WAS SO UPSET ABOUT WHAT SHE DID WHEN YOU AND SHE WERE MELDED* AND--
* IN VENOM: SINNER TAKES ALL.--TOM
WHAT?
SHE'LL WANT US BACK BECAUSE SHE'S HAD A TASTE?
WHAT ARE YOU TALKING ABOUT?
WHAT DOES THAT MEAN?
RING!

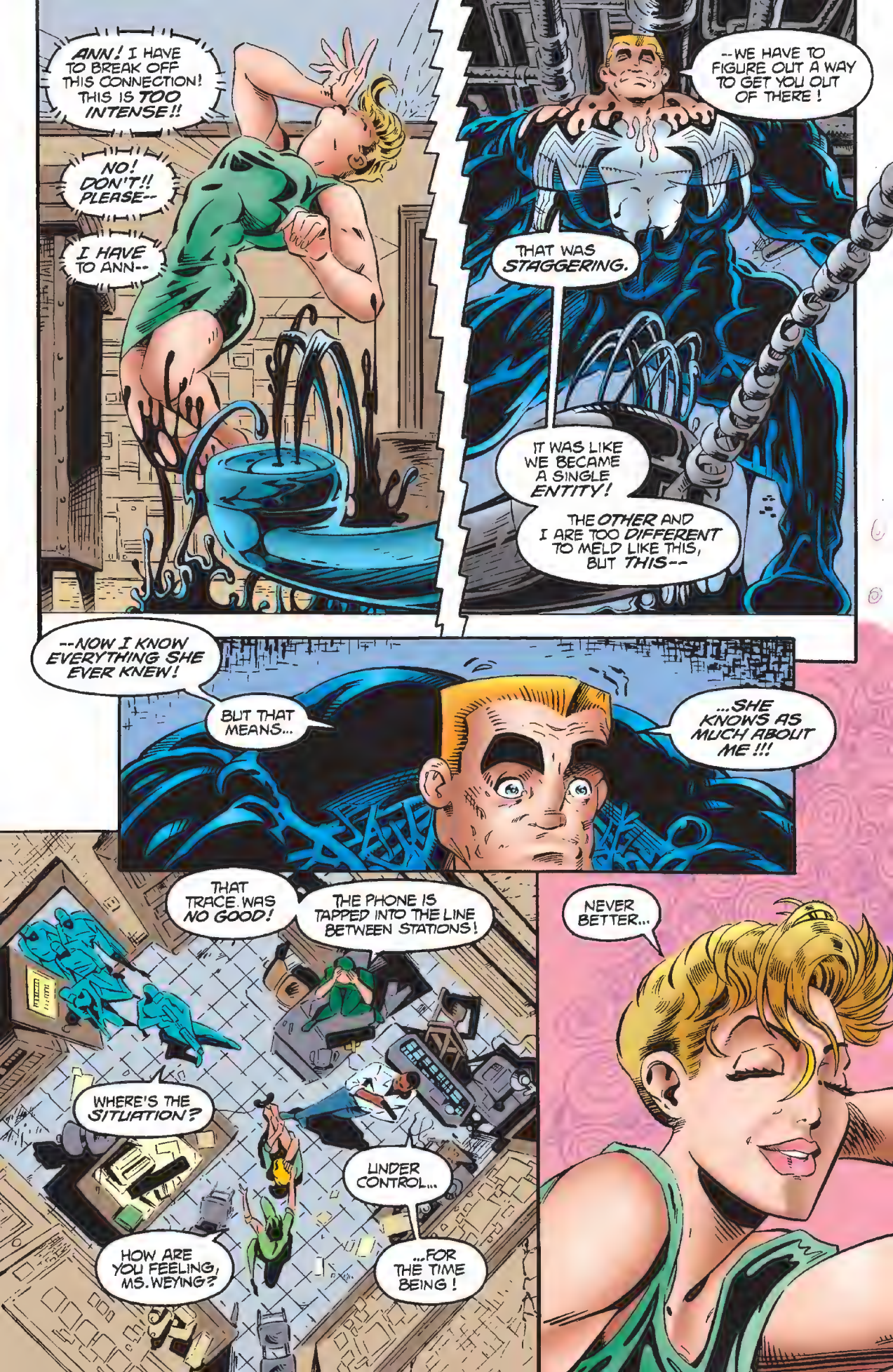

HELLO?
ANN! IT'S US-- I MEAN, IT'S ME, EDDIE!
CALM DOWN EDWARD, EVERYTHING'S ALL RIGHT!
EDWARD? SHE KNOWS I HATE BEING CALLED THAT! WHY WOULD SHE--?
IS SHE NOT ALONE? HOW CAN WE FIND OUT?
SHE NEEDS TO KEEP HIM ON THE LINE FOR AT LEAST TWO MORE MINUTES! THERE'S SOME SORT OF SHUNT ON THE LINE!
NO OTHER CHOICE--
MY OTHER WILL HAVE TO REDUCE ITSELF TO A MOLECULAR MONOFILAMENT AND TRAVEL THROUGH THE PHONE LINES TO MELD WITH HER!

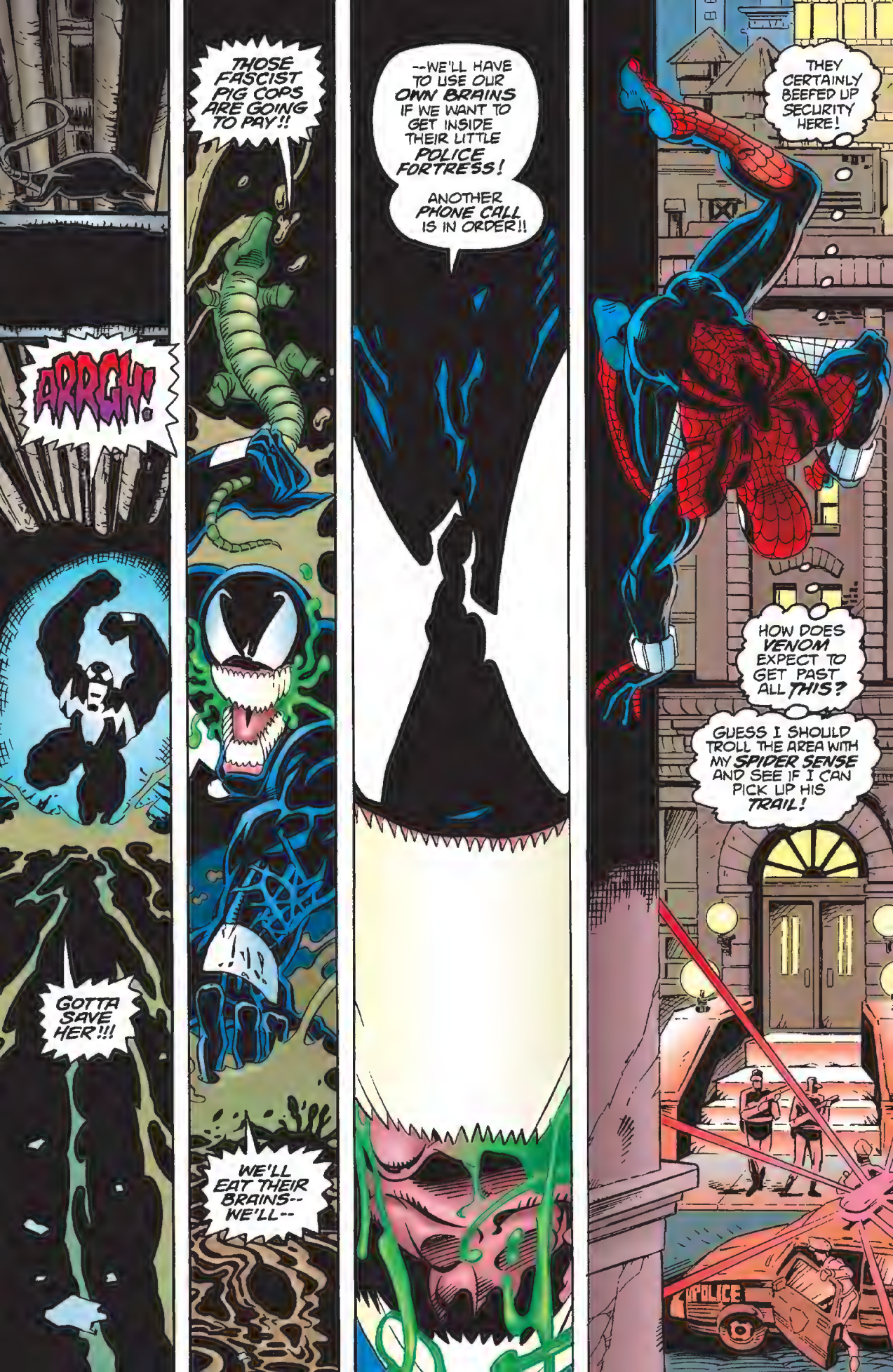
A LOT OF STATIC ON THE LINE--!
--LIKE THE IMPEDENCE ON THE LINE JUST JUMPED!
OMIGOD!
I GOT THE TRACE, BUT IT'S READING OUT AS THE SWITCHING TERMINAL FOR THE SUBWAY SYSTEM!!
THE SYMBIOTE!!
IT'S MELDING ONTO ANN WEYING!!
CLARK! GET ON THE INTERCOM TO THE FRONT DESK! SEAL AND CORDON OFF THE WHOLE HQ BUILDING! TELL THEM WE HAVE A SITUATION IN THE INTERROGATION ROOM!

THE MELDING IS MORE THAN EDDIE BROCK EXPECTED.
THIS IS MORE THAN THE MERE SYMBIOSIS OF TWO DISPARATE LIFE FORMS...
...THIS IS THE MIND-MELDING OF TWO HUMAN BEINGS THROUGH THE CHANNELING MEDIUM OF AN ALIEN SYMBIOTE!
ALL THE DEEPEST THOUGHTS AND FEELINGS OF TWO SEPARATE BEINGS FLOW TOGETHER...
...AND THEY EXPERIENCE A COMMUNION FAR BEYOND THE TAWDRY PHYSICAL!
WHAT'S GOING DOWN HERE??
SHE LOOKS LIKE SHE'S IN-- ECSTASY!


MEANWHILE, IN A DOWNTOWN COFFEE SHOP...
The Daily Grind
HERE'S YOUR BURGER AND FRIES, BEN...
WILL YOU LOOK AT THIS? THE BUGLE IS STILL MILKING THAT SYMBIOTE INVASION!
I STILL DON'T UNDERSTAND ALL THESE DIFFERENT SPIDER-PEOPLE!
I WAS ABDUCT BY A SYMBA
WELL, FIRST, WE HAD THE REGULAR PLAIN-VANILLA SPIDER-MAN--
ARE WE NOT INCLUDING THE GUY IN THE BLACK COSTUME FROM A WHILE BACK?
THEN WE HAD THE SCARLET SPIDER, AND NOW--
--WE HAVE THIS NEW GUY IN A COMPLETELY DIFFERENT COSTUME, BUT WHO SEEMS TO BE CARRYING ON SPIDER-BUSINESS AS USUAL!
DAILY BUGLE
SO ARE THERE THREE OF THEM, OR WHAT?
YOU MEAN FOUR, RIGHT?
SHE'S NOT COUNTING THE BLACK COSTUME!
THEY THINK THEY'RE CONFUSED...
ALL THOSE YEARS, I THOUGHT I WAS A CLONE, AND THEN I FIND OUT I'M THE REAL ORIGINAL PETER PARKER.
BUT MY CLONE IS MARRIED TO MARY JANE AND HE'S TAKEN MY NAME--

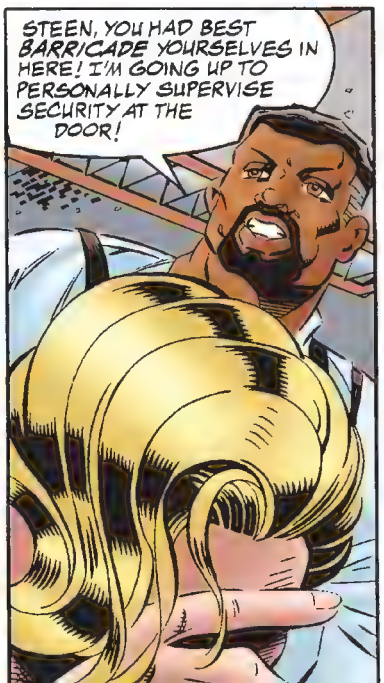

TV
--SO NOW, I CONTINUE TO BE BEN REILLY AND TAKE UP THE JOB OF BEING SPIDER-MAN AGAIN!
SHEESH! AND SOME PEOPLE THINK THEY HAVE IDENTITY PROBLEMS!
--THERE IS NOW A CORDON AROUND POLICE HEADQUARTERS AND SWAT SNIPERS HAVE BEEN SPOTTED ON THE ROOF!
HUH? THAT'S TRISH TILBY--
WHAT IS GOING ON INSIDE TO WARRANT ALL THIS? POLICE SPOKESPERSONS AREN'T SAYING!
BUT ISN'T THIS WHERE THEY HAVE TAKEN ANN WEYING INTO PROTECTIVE CUSTODY?
ISN'T SHE VENOM'S EX-WIFE??
VENOM!
I'VE BEEN WONDERING WHAT BECAME OF HIM SINCE THE WHOLE SYMBIOTE FIASCO!
NOW'S MY CHANCE TO BRING THAT PSYCHO DOWN ONCE AND FOR ALL--
--THE WAY MY PREDECESSOR NEVER COULD!


ANN! I HAVE TO BREAK OFF THIS CONNECTION! THIS IS TOO INTENSE!!
NO! DON'T!! PLEASE--
I HAVE TO ANN--
--WE HAVE TO FIGURE OUT A WAY TO GET YOU OUT OF THERE!
THAT WAS STAGGERING.
IT WAS LIKE WE BECAME A SINGLE ENTITY!
THE OTHER AND I ARE TOO DIFFERENT TO MELD LIKE THIS, BUT THIS--
--NOW I KNOW EVERYTHING SHE EVER KNEW!
BUT THAT MEANS...
...SHE KNOWS AS MUCH ABOUT ME!!!
THAT TRACE WAS NO GOOD!
THE PHONE IS TAPPED INTO THE LINE BETWEEN STATIONS!
WHERE'S THE SITUATION?
UNDER CONTROL...
HOW ARE YOU FEELING, MS. WEYING?
...FOR THE TIME BEING!
NEVER BETTER...

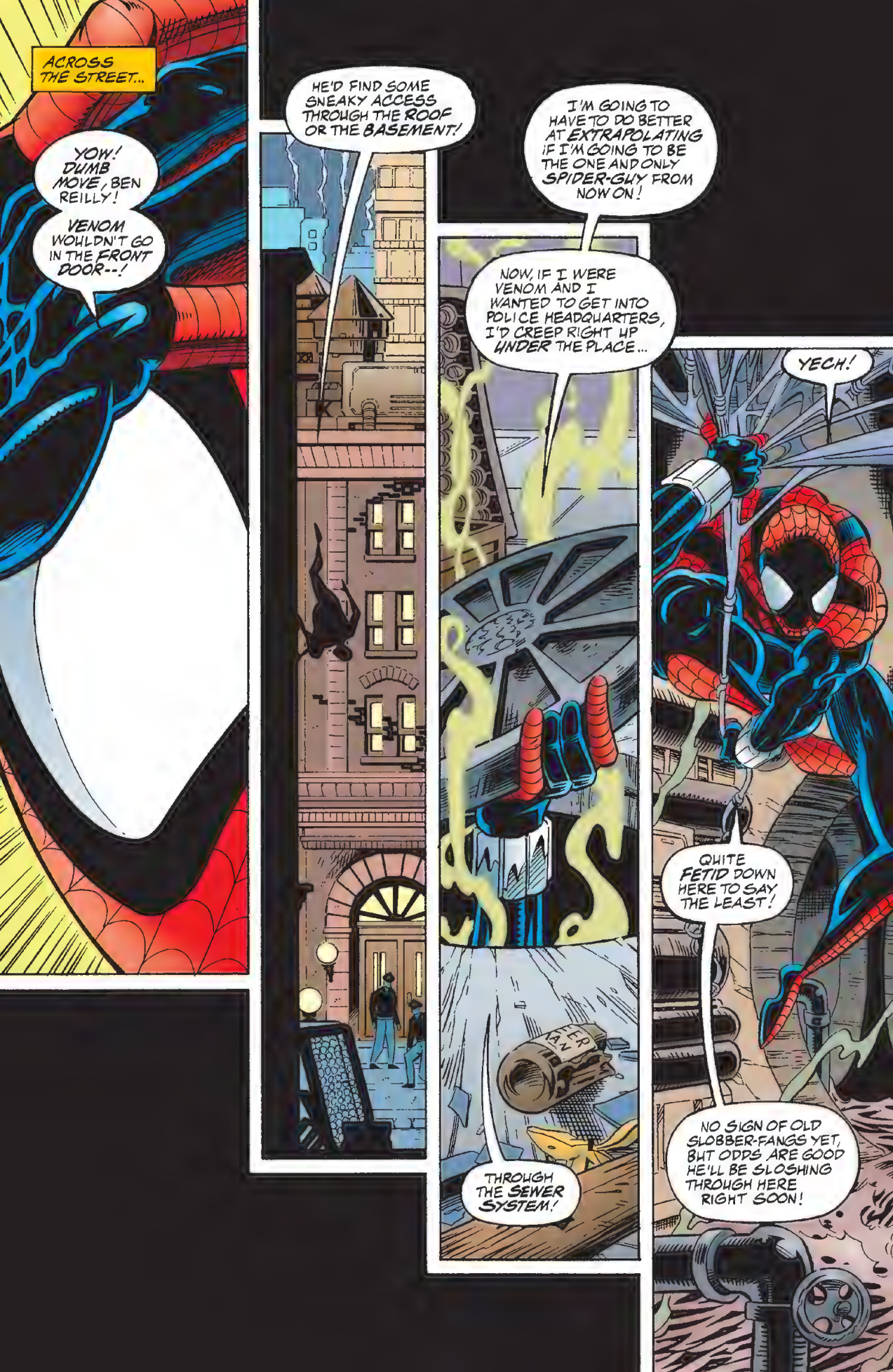

ARRGH!
GOTTA SAVE HER!!!
THOSE FASCIST PIG COPS ARE GOING TO PAY!!
WE'LL EAT THEIR BRAINS-- WE'LL--
--WE'LL HAVE TO USE OUR OWN BRAINS IF WE WANT TO GET INSIDE THEIR LITTLE POLICE FORTRESS!
ANOTHER PHONE CALL IS IN ORDER!!
THEY CERTAINLY BEEFED UP SECURITY HERE!
HOW DOES VENOM EXPECT TO GET PAST ALL THIS?
GUESS I SHOULD TROLL THE AREA WITH MY SPIDER SENSE AND SEE IF I CAN PICK UP HIS TRAIL!
POLICE

OH, THIS IS JUST GREAT! VENOM CAN TRAVEL THROUGH THE PHONE LINES!
I DON'T THINK SO--I READ THE REPORT FROM THE PARVENU TOWERS INCIDENT*.
I'M FAIRLY CERTAIN THAT ALL HE CAN SEND THROUGH THE WIRES IS THE OTHER, THE ALIEN SYMBIOTE!
* IN VENOM: CARNAGE UNLEASHED.--TOM
BUT NOW IT APPARENTLY HAS SOME SORT OF RELATIONSHIP WITH ANN WEYING!
WE HAVE TO GET HER DOWN WHERE WE CAN CUT OFF THE PHONE LINES AND PUT UP A SECURE PERIMETER--
--SOMEPLACE LIKE THE BASEMENT TARGET RANGE!
CEASE FIRE ON THE LINE! THE RANGE IS NOW CLOSED!
WE'RE COMMANDEERING THE RANGE OFFICE!

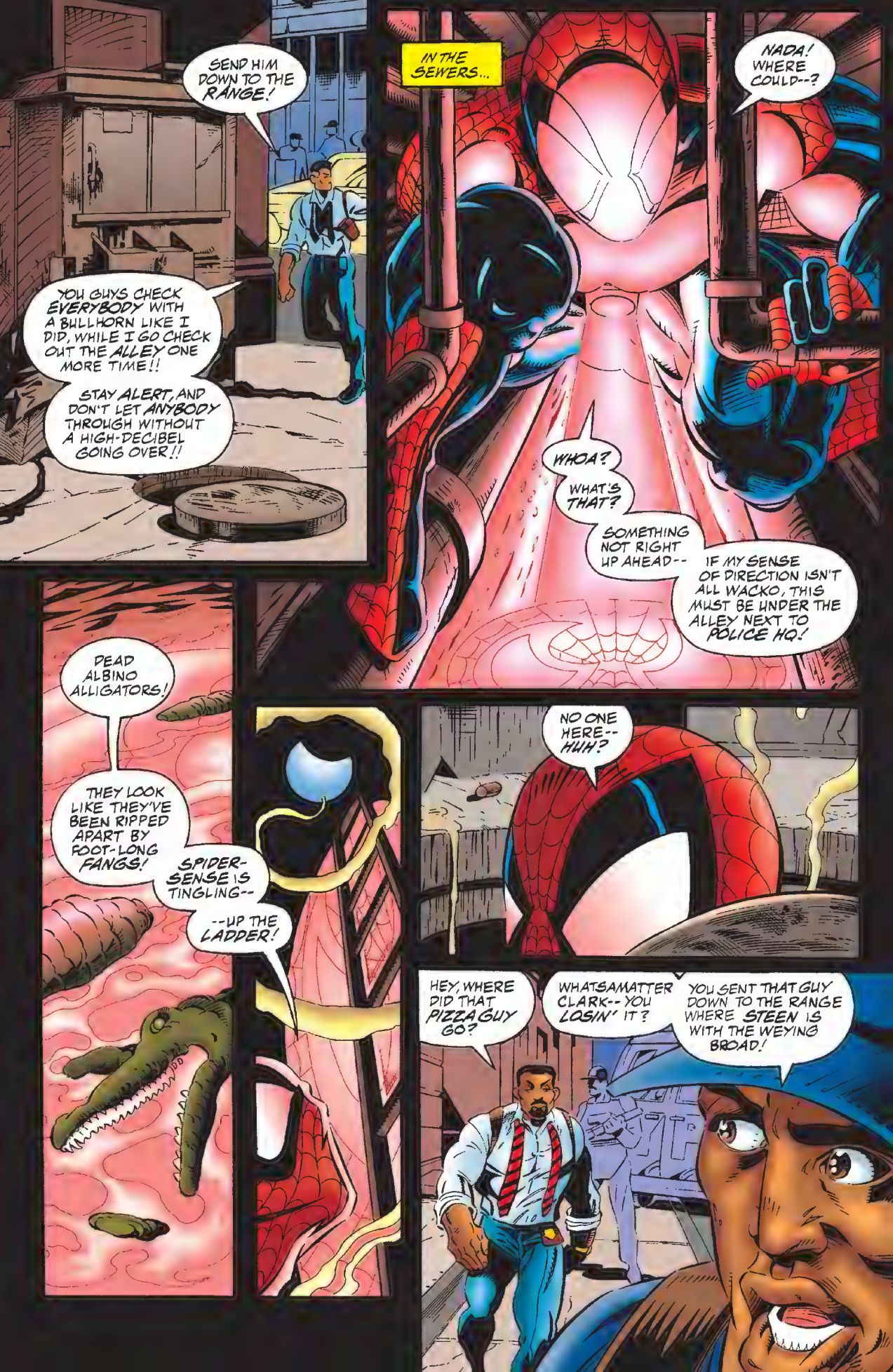
LAND LINES DISCONNECTED!
I WANT ALL THE SWAT TEAMS OUT IN FULL RIOT GEAR!


STEEN, YOU HAD BEST BARRICADE YOURSELVES IN HERE! I'M GOING UP TO PERSONALLY SUPERVISE SECURITY AT THE DOOR!

OH, EDDIE...
...I NEVER KNEW JUST HOW YOU FELT!


ACROSS THE STREET...
YOW! DUMB MOVE, BEN REILLY!
VENOM WOULDN'T GO IN THE FRONT DOOR--!
HE'D FIND SOME SNEAKY ACCESS THROUGH THE ROOF OR THE BASEMENT!
I'M GOING TO HAVE TO DO BETTER AT EXTRAPOLATING IF I'M GOING TO BE THE ONE AND ONLY SPIDER-GUY FROM NOW ON!
NOW, IF I WERE VENOM AND I WANTED TO GET INTO POLICE HEADQUARTERS, I'D CREEP RIGHT UP UNDER THE PLACE...
THROUGH THE SEWER SYSTEM!
YECH!
QUITE FETID DOWN HERE TO SAY THE LEAST!
NO SIGN OF OLD SLOBBER-FANGS YET, BUT ODDS ARE GOOD HE'LL BE SLOSHING THROUGH HERE RIGHT SOON!

VRROOOM!
HUH? WHAZZAT???
POLICE
POLIC
IT'S A DOMINGO'S PIZZA DELIVERY!
GANGWAY! HOT 'ZA COMING THROUGH!
FREEZE, MOPE!
DROP DOWN AND ASSUME THE POSITION, SCUZZ-WAD!
LET ME HANDLE THIS--
WHERE DO YOU THINK YOU'RE GOING, BUDDY?
THE CHIEF ORDERED THESE PEPPERONI EXTRA CHEESES FOR STEEN, CLARK AND WEYING!
HEY, GET OUTTA MY FACE, DUDE-- I GET DOCKED IF THE 'ZA IS LIKE TARDY!
OH YEAH? VENOM CAN ASSUME THE APPEARANCE OF ANYBODY--
OFFICER, HAND ME YOUR BULLHORN!
YESSIR!
VENOM IS SENSITIVE TO--
--DISSONANT SOUND!!!
LET THIS GUY THROUGH.
WOOF!


SEND HIM DOWN TO THE RANGE!
YOU GUYS CHECK EVERYBODY WITH A BULLHORN LIKE I DID, WHILE I GO CHECK OUT THE ALLEY ONE MORE TIME!!
STAY ALERT, AND DON'T LET ANYBODY THROUGH WITHOUT A HIGH-DECIBEL GOING OVER!!
IN THE SEWERS...
NADA! WHERE COULD--?
WHOA?
WHAT'S THAT?
SOMETHING NOT RIGHT UP AHEAD--
IF MY SENSE OF DIRECTION ISN'T ALL WACKO, THIS MUST BE UNDER THE ALLEY NEXT TO POLICE HQ!
DEAD ALBINO ALLIGATORS!
THEY LOOK LIKE THEY'VE BEEN RIPPED APART BY FOOT-LONG FANGS!
SPIDER-SENSE IS TINGLING--
--UP THE LADDER!
NO ONE HERE-- HUH?
HEY, WHERE DID THAT PIZZA GUY GO?
WHATSAMATTER CLARK-- YOU LOSIN' IT?
YOU SENT THAT GUY DOWN TO THE RANGE WHERE STEEN IS WITH THE WEYING BROAD!

THAT'S RIGHT!
COME ON DOWN AT YOUR BREAK. I'LL SAVE YOU SOME SLICES!
I'LL PASS.
DITTO.
IN THE BASEMENT...
WHOA! LIGHTEN UP!
THE CHIEF ORDERED THESE PIES FOR YOU!
MOLLOY! CHECK WITH THE CHIEF!
I'M ON IT, STEEN!
SO WHO'S GONNA COUGH UP THE $37.50, HUH?
I GET A TIP, TOO!
YOU'LL GET A--
THE CHIEF DIDN'T ORDER NO PIZZA!
OKAY! FORGET THE TIP!
DON'T PULL DOWN ON THE LITTLE TWERP-- HE'S NOT VENOM!
HOW DO YOU KNOW, CLARK?

BECAUSE I'M VENOM!
IN THE ALLEY...
HEY! LEMME OUTTA HERE!
SOMEBODY IN THE DUMPSTER!
WHO--?

SPIDER-MAN--!
I'M DETECTIVE CLARK, NYPD! VENOM JUMPED ME AND DUMPED ME IN HERE--
HE'S PROBABLY WALKING RIGHT INSIDE POLICE HEADQUARTERS LOOKING JUST LIKE YOU!
YOU'VE TANGLED WITH THIS PSYCHO BEFORE, SPIDER-MAN--
--WE COULD SURE USE YOUR EXPERTISE!
GLAD TO HELP, DETECTIVE!
LET'S GO!
IN THE BASEMENT...
HE'S GOT THE WEYING WOMAN!
STOP HIM!
SO THE VERMIN WHO PREY ON THE INNOCENT ARE WEARING POLICE UNIFORMS NOW--
--WE'RE NOT GOING TO LET YOU GET AWAY WITH THIS!!

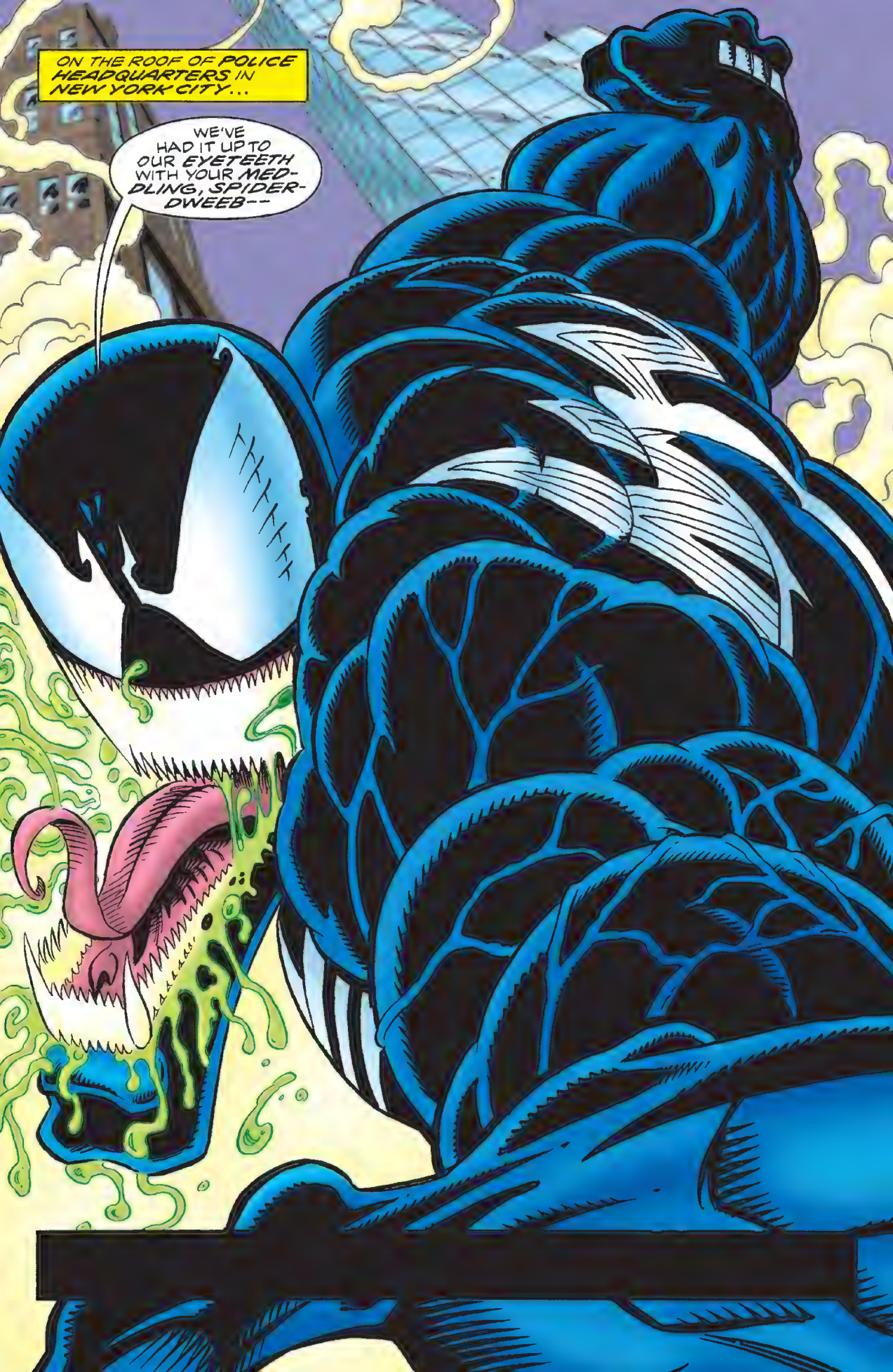
THWIPP!
ANN WEYING NEVER DID A MEAN THING IN HER LIFE!
ZZZZAPP
WHAT HAPPENED TO THE LIGHTS?
HE SHORTED OUT THE FUSE BOX! WHAT HAPPENED TO THE EMERGENCY LIGHTS!
YOU EXPECTED THEM TO WORK?
PSSST!
TAP TAP
HE'S BEHIND ME--!
I'LL GET HIM!! I'LL--
BOOM!
DON'T SHOOT IN THE DARK! YOU'LL HIT ANN WEYING! LET ME GET SOME LIGHT ON THE SITUATION!
SO, WHERE IS HE?
THWAKK!
AIIEEEE!
MUELLER! ARE YOU ALL RIGHT?
BONK!
UHHHHH...
I JUST SAW SOMETHING JUMP UP..

...HE'S INSIDE THE VENTILATION SYSTEM!
HE COULD BE ANYWHERE IN THE BUILDING!
AND HE TOOK ANN WEYING WITH HIM! WE HAVE TO--
GIVE IT UP! YOU'LL NEVER CATCH HIM NOW!
CLARK! OR IS IT?
VENOM COULD BE PLAYING A DOUBLE-THINK PLOY ON US--
--DOUBLING BACK AND ASSUMING THE APPEARANCE OF CLARK AGAIN BECAUSE WE WOULDN'T THINK HE'D TRY IT TWICE!
I'M THE REAL CLARK! JUST ASK SPIDER-MAN, RIGHT BEHIND ME--
WHERE? THERE'S NOBODY BEHIND YOU, CLARK--
--OR WHOEVER YOU ARE!

ON THE ROOF...
YOU'RE SAFE, NOW, ANN!
WE'LL GET YOU FAR AWAY, AND--
SCHRRIPP
HOLD ON! TIME OUT!!
I'M NOT GOING ANYWHERE WITH YOU!
BUT--
LOOK--I WASN'T ABOUT TO HELP THEM TRAP YOU, BUT I'M NOT ABOUT TO RUN OFF WITH YOU EITHER!
EVEN AFTER-- AFTER--
I FOUND OUT THINGS I NEVER WANTED TO KNOW ABOUT YOU, EDDIE-- NOW I'M SO CONFUSED!
YOU DON'T HAVE TO GO ANYWHERE WITH THIS CREEP IF YOU DON'T WANT TO, LADY!
YOU?!
BUTT OUT, SPIDER-MAN!!
WE'VE HAD IT WITH YOU MESSING UP OUR LIVES...!

THIS TIME, WE'RE GOING TO SETTLE YOUR HASH FOR GOOD!
WOOF! DID I EVER BITE OFF MORE THAN I CAN CHEW!
TO BE CONTINUED.

FEB • 2
MARVEL
SPIDER-MAN
GROUP
VENOM
ALONG CAME A SPIDER...
ST.PIERRE


ON THE ROOF OF POLICE HEADQUARTERS IN NEW YORK CITY...
WE'VE HAD IT UP TO OUR EYETEETH WITH YOUR MEDDLING, SPIDER-DWEEB--

...AND SAT DOWN BESIDE HER!

...AND WE'RE NOT GOING TO TAKE IT ANY-MORE!!

STOP IT, EDDIE--!

YOU'RE GOING TO HURT HIM!

THAT IS ENTIRELY THE POINT, ANN!

WOOF! DID THAT EVER SMART--!

WHAT HAVE I GOT MYSELF INTO...?

HE'S STANDING IN THE WAY OF OUR RESCUING YOU FROM THE WICKED AND CORRUPT POLICE!!

| | |
|---|---|
| LARRY HAMA | SCRIPT |
| JOE ST. PIERRE & TOM GRINDBERG | BREAKDOWNS |
| RANDY EMBERLIN, MARK McKENNA, RODNEY RAMOS & GREG ADAMS | FINISHES |
| TOM SMITH | COLORING |
| MALIBU | COMPUTER COLOR |
| SUE CRESPI & CAROLINE WELLS | LETTERING |
| TOM BREVOORT | EDITOR |
| BOB BUDIANSKY | EDITOR IN CHIEF |

... I DON'T HAVE ANYWHERE NEAR THE EXPERIENCE IN DEALING WITH THIS CREEP THAT MY CLONE HAD!
DETECTIVE STEEN, THIS IS BERNARDO AT THE FRONT DOOR!
VENOM IS ON THE ROOF, SMASHING UP THE FIXTURES WITH SPIDER-MAN!
WE'RE ON OUR WAY-- YOU SAY SPIDER-MAN IS HELPING HIM??
VENOM IS WIPING MY CLOCK, BUT GOOD!
CHECK IT OUT! MAJOR SUPER-GEEK-DUKE-OUT ON THE ROOF!
SECURITY 2 TO CENTRAL. PATCH ME THROUGH TO STEEN IN HQ, ASAP!
ROGER THAT!
NO! I MEAN HE'S THROWING SPIDER-MAN AROUND LIKE A RAG DOLL!
UNIT 40

I'M NOT REALLY LYING HERE DAZED...
...I'M CONSERVING ENERGY AND DEVISING STRATEGY!
YEAH, THAT'S IT.
DIE, SPIDER-JERK!
NOT THIS TIME, VENOM-- THIS IS WHERE--
KA-THOOM!
THWAPP!
--I TURN IT ALL AROUND!
GUHH!

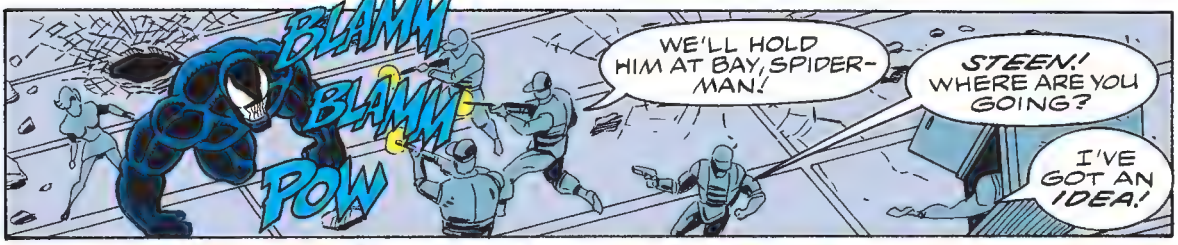
SPIDER-SENSE TINGLING--BUT WHO--?
YOW!
THWACK!
I'M SORRY, SPIDER-MAN! I DIDN'T WANT TO DO THAT...
...BUT YOU HAVE TO UNDERSTAND THAT EDDIE WAS JUST TRYING TO HELP ME!
WE APPRECIATE THE GESTURE, ANN--
--BUT WE DON'T NEED YOUR HELP!
SPIDER-MAN HAS NEVER BEEN A MATCH FOR US! HE ONLY WON BEFORE BY TRICKERY--
--AND NOW WE KNOW ALL HIS TRICKS!
ALL MY CLONE'S TRICKS--
--BUT NONE OF MINE!
STOP IT! BOTH OF YOU!!!
WE'VE GOT HIM NOW--!

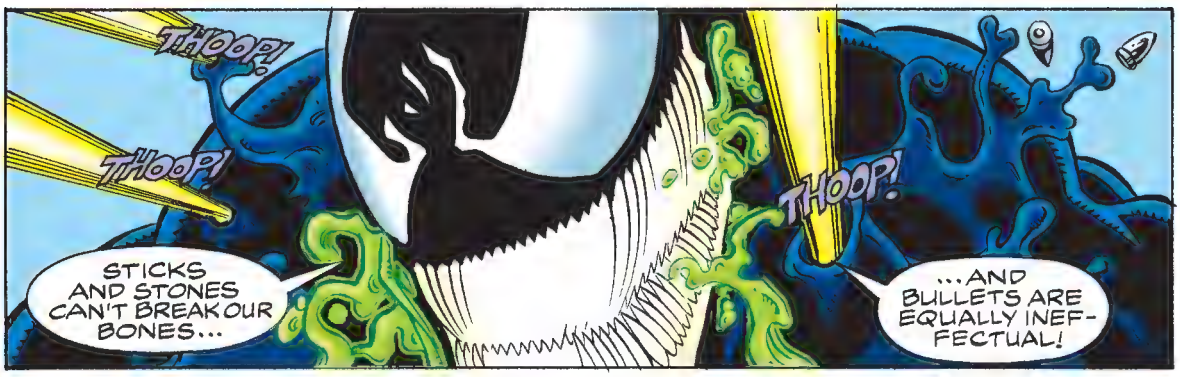
--BLAST HIM!
BLAMM
BLAMM
RATATATATAT
POW!
GET BEHIND ME, ANN!
THOOP!
THOOP!
THOOP!
THOOP!
THOOP!
EEEEEEEEE!
HOLD YOUR FIRE!
CAN'T YOU SEE THAT THERE'S A WOMAN IN THE LINE OF FIRE!?!
WE DIDN'T EVEN SEE HER, CLARK!
LAME EXCUSE, MARTUCCI...
WE CAN USE THIS LULL IN THE FESTIVITIES TO TIE UP THIS LITTLE PROBLEM--
URK!
I WASN'T EXPECTING HIM TO ZAP ME WITH HIS VERSION OF WEBBING!
SOMETHING NOT QUITE RIGHT ABOUT YOU, WEB-SLINGER!
YOU SHOULD BE WISE TO ALL OUR TECHNIQUES, BUT YOU'RE ACTING LIKE YOU NEVER TANGLED WITH US BEFORE!
I HAVE, BUT NOT AS MANY TIMES AS YOU THINK!*
* BEN REILLY ENCOUNTERED VENOM IN SPIDER-MAN #53 AND THE 1995 SPIDER-MAN SUPER-SPECIALS. --TOM

BUT HEY, WHY LOOK A GIFT HORSE IN THE MOUTH?
THIS IS FOR RUINING MY LIFE, SPIDER-MAN!
I MAY NOT EAT YOUR BRAINS--
--BUT THE WORMS CERTAINLY WILL!
I'LL BE BACK, VENOM!
I HOPE!

THIS IS GOING TO BE CLOSE!
THWIPP!
HEADS UP!!
WHAT'S GOING ON UP THERE, SPIDER-MAN?
THAT WAS TOO CLOSE!
THIS STUFF HE SHOT ALL OVER ME ISN'T REALLY WEBBING--
--IT'S A PART OF HIS ALIEN OTHER AND IT LOSES STRENGTH AND COHESION THE FARTHER IT GETS FROM HIM!
--UNLIKE MY WEBBING!
POTENTIAL DANGER FOR YOUR FELLOW OFFICERS!
MIND IF I BORROW THIS?
BE MY GUEST!
YOU GONNA TALK HIM INTO SURRENDERING?
IN A MANNER OF SPEAKING!

BACK AGAIN, EH?
DIDN'T GET ENOUGH OF A THRASHING THE LAST TIME, HUH?
LET'S JUST SAY THAT I CAME BACK...
TO GET IN YOUR FACE!
HOO-HA!
THAT MIGHT HAVE ACTUALLY WORKED...
...IF YOUR BATTERY HAD BEEN FULLY CHARGED!
MY OTHER HAS BUILT UP HIS RESISTANCE!
IT TAKES A SONIC BLAST OF MAJOR PROPORTIONS TO STOP OUR CLOCK THESE DAYS!
THOOM!

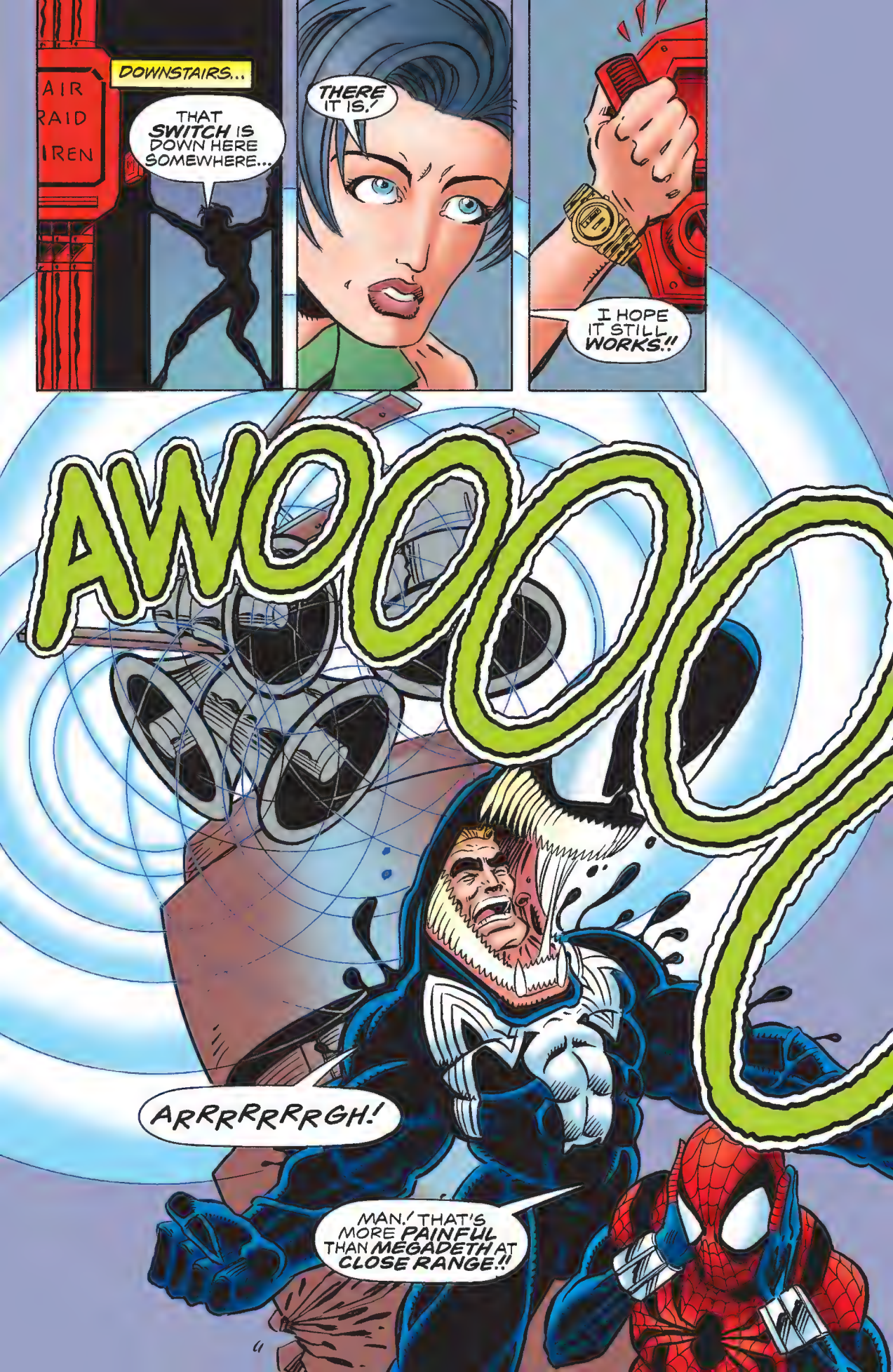

BLAMM
BLAMM
POW
WE'LL HOLD HIM AT BAY, SPIDER-MAN!
STEEN! WHERE ARE YOU GOING?
I'VE GOT AN IDEA!


THOOP!
THOOP!
THOOP!
STICKS AND STONES CAN'T BREAK OUR BONES...
...AND BULLETS ARE EQUALLY INEFFECTUAL!

CEASE FIRE!
DON'T SHOOT HIM! YOU JUST DON'T UNDERSTAND HIM!
NO SENSE TRYING TO DEAL RATIONALLY WITH THE BRIBEMONGERS IN BLUE!
THEY ARE THE CORRUPT OPPRESSORS OF THE INNOCENT!

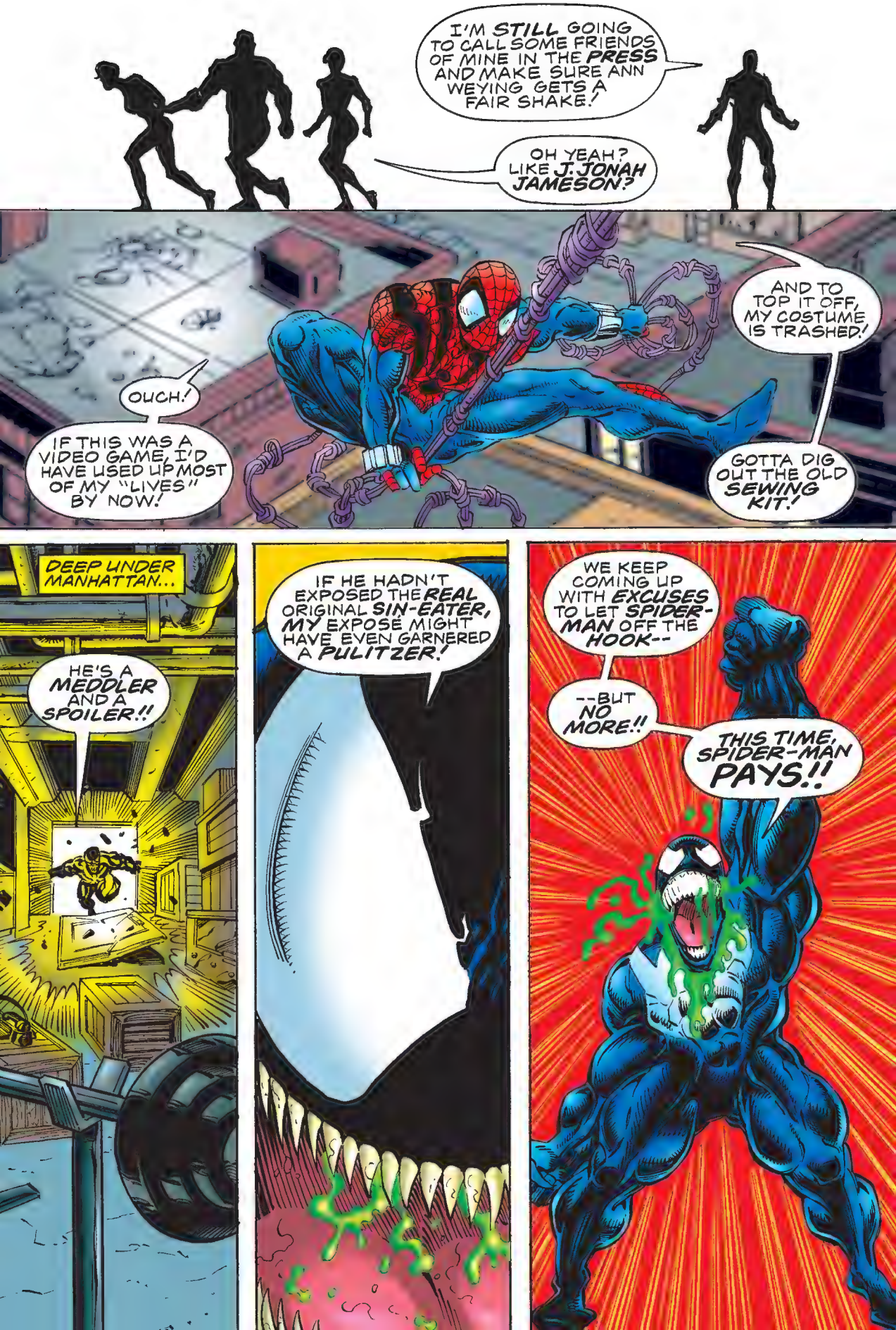
DON'T TELL ME YOU'RE INCLUDING YOURSELF AS ONE OF THE INNOCENT, VENOM!
THE LAST TIME I LOOKED, YOU WERE UP TO YOUR NECK IN CRIMINAL RESPONSIBILITY AND PSYCHOSIS!
THWAM!!
THAT'S A CONTRADICTION IN TERMS, SPIDER-MAN--!

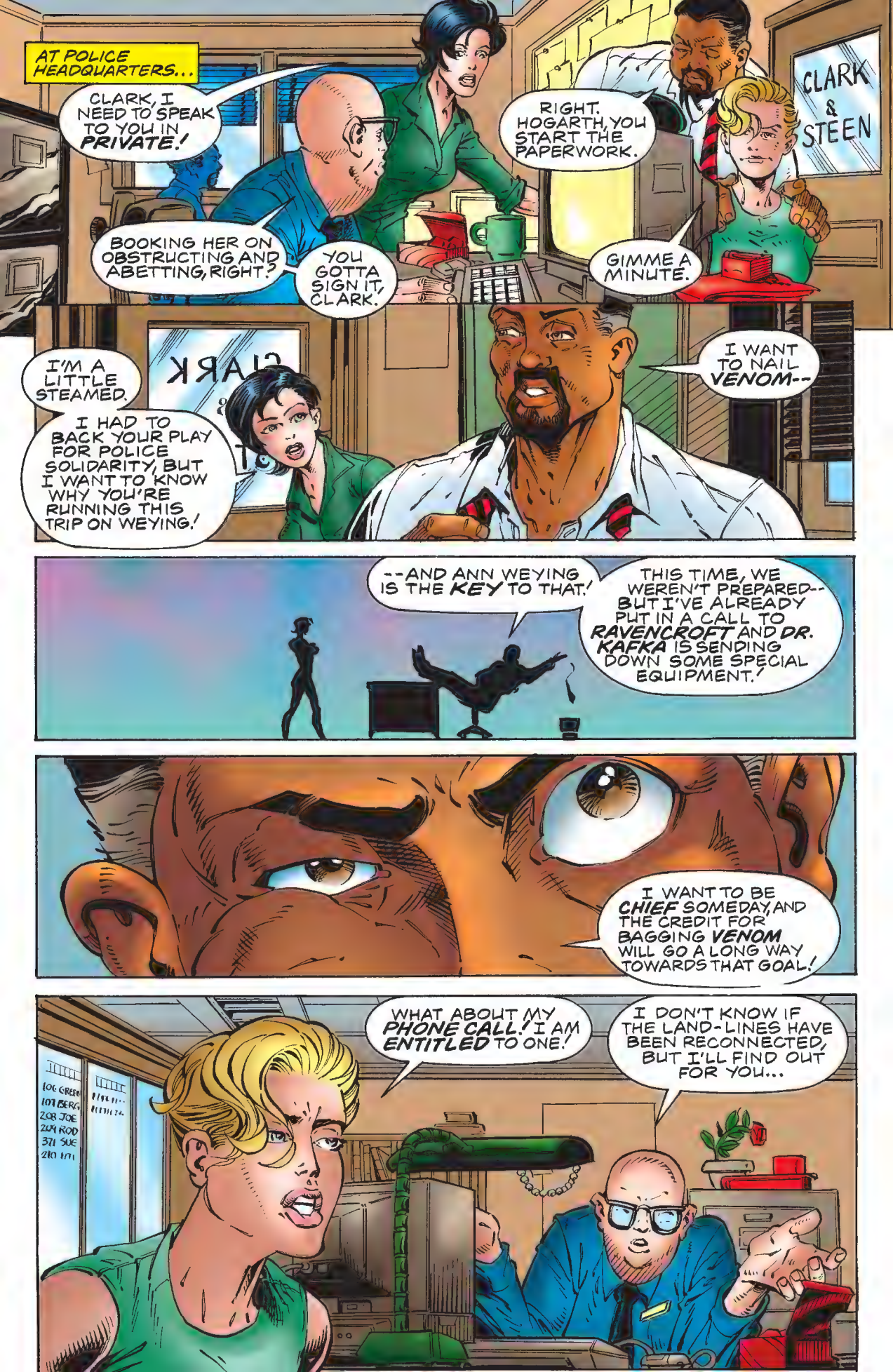
IF WE WERE TRULY INSANE, WE WOULDN'T BE COMPETENT TO STAND TRIAL--
--AND WE WOULDN'T BE RESPONSIBLE!!
WHOMP
OOOOOF!
YOU, ON THE OTHER HAND--
--ARE RESPONSIBLE FOR TERMINATING MY CAREER AS A JOURNALIST!!
YOU WERE A MENACE AS A REPORTER!
WHAPP
NOT BAD, SPIDER-TWERP-- WE ALMOST FELT THAT!
BUT NOT AS MUCH AS YOU'RE GOING TO FEEL--
--THIS!
KA-SHOOM
EEEEYOW!


AIR
RAID
IREN
DOWNSTAIRS...
THAT SWITCH IS DOWN HERE SOMEWHERE...
THERE IT IS.!
I HOPE IT STILL WORKS.!!
AWOOO
ARRRRRRGH!
MAN.! THAT'S MORE PAINFUL THAN MEGADETH AT CLOSE RANGE.!!

HAVE
TO
GET AWAY!
HAVE TO GET OUT OF THE "CONE" OF THE SOUND WAVES!
KA THOOM
TAKE HIM DOWN!!
YOU HAVEN'T SEEN THE LAST OF US, SPIDER-MAN!!
YOUR PREVIOUS SINS WERE BAD ENOUGH, BUT NOW YOU'VE COME BETWEEN ME AND ANN.!

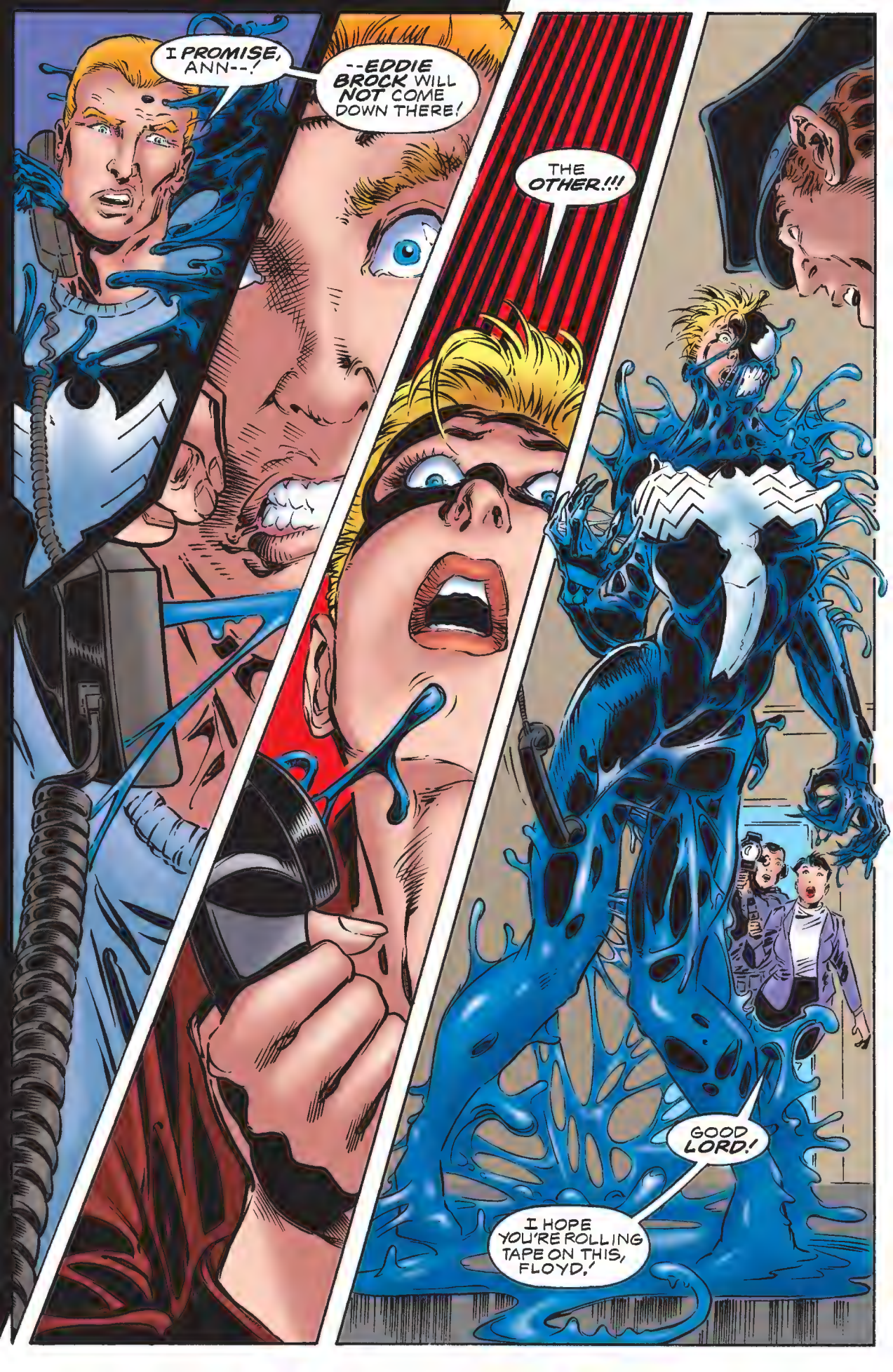
YOU'RE UNDER ARREST, MS. WEYING. YOU HAVE THE RIGHT TO REMAIN SILENT, YOU HAVE THE RIGHT TO AN ATTORNEY--
WHOA! WAITAMINUTE!!
WHY ARE YOU ARRESTING HER!
OBSTRUCTING, AIDING AND ABETTING-- I THINK I CAN COME UP WITH A FEW MORE.
SHE'S IN REAL TROUBLE NOW!
YEAH? SOME OF YOUR COPS MIGHT HAVE OVERREACTED, TOO! WHY HARASS HER? SHE'S THE VICTIM HERE!
DON'T PUSH ME, SPIDER-MAN--
GONNA ARREST ME, TOO?
WE COULD, YOU KNOW!
WE COULD RUN YOU IN FOR ASSAULT, RECKLESS ENDANGERMENT, INTERFERING--
--BOTTOM LINE IS: YOU ARE NOT AN OFFICER OF THE LAW AND YOU ARE NOT EMPOWERED TO USE UNUSUAL AND DEADLY FORCE TO SUBDUE A PERPETRATOR!
GOT IT?
GOT IT.

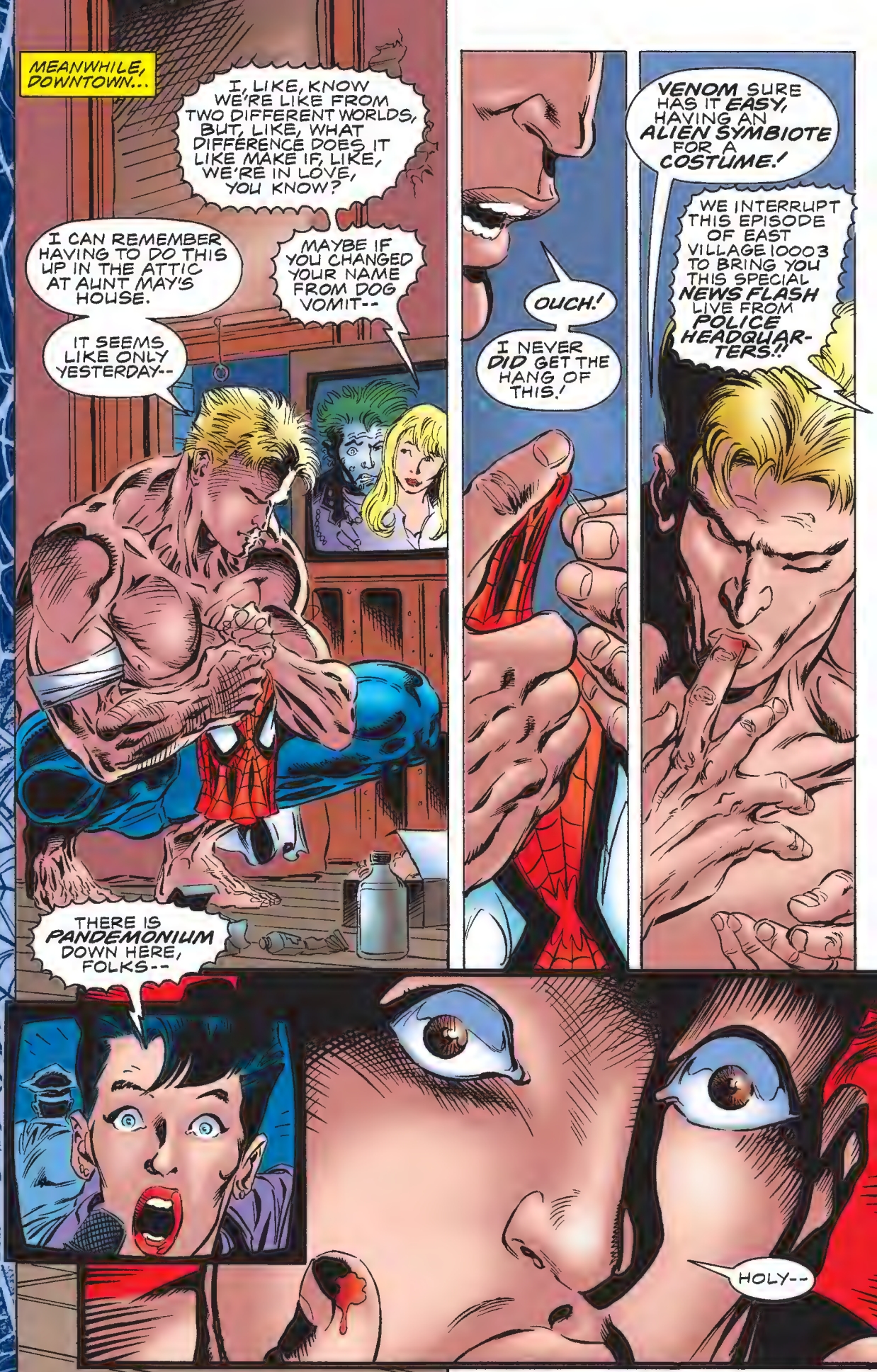

I'M STILL GOING TO CALL SOME FRIENDS OF MINE IN THE PRESS AND MAKE SURE ANN WEYING GETS A FAIR SHAKE!
OH YEAH? LIKE J. JONAH JAMESON?
AND TO TOP IT OFF, MY COSTUME IS TRASHED!
OUCH!
IF THIS WAS A VIDEO GAME, I'D HAVE USED UP MOST OF MY "LIVES" BY NOW!
GOTTA DIG OUT THE OLD SEWING KIT!
DEEP UNDER MANHATTAN...
HE'S A MEDDLER AND A SPOILER!!
IF HE HADN'T EXPOSED THE REAL ORIGINAL SIN-EATER, MY EXPOSE MIGHT HAVE EVEN GARNERED A PULITZER!
WE KEEP COMING UP WITH EXCUSES TO LET SPIDER-MAN OFF THE HOOK--
--BUT NO MORE!!
THIS TIME, SPIDER-MAN PAYS!!


AT POLICE HEADQUARTERS...
CLARK, I NEED TO SPEAK TO YOU IN PRIVATE!
BOOKING HER ON OBSTRUCTING AND ABETTING, RIGHT?
YOU GOTTA SIGN IT, CLARK.
RIGHT. HOGARTH, YOU START THE PAPERWORK.
GIMME A MINUTE.
CLARK & STEEN
I'M A LITTLE STEAMED.
I HAD TO BACK YOUR PLAY FOR POLICE SOLIDARITY, BUT I WANT TO KNOW WHY YOU'RE RUNNING THIS TRIP ON WEYING!
I WANT TO NAIL VENOM--
--AND ANN WEYING IS THE KEY TO THAT!
THIS TIME, WE WEREN'T PREPARED-- BUT I'VE ALREADY PUT IN A CALL TO RAVENCROFT AND DR. KAFKA IS SENDING DOWN SOME SPECIAL EQUIPMENT!
I WANT TO BE CHIEF SOMEDAY, AND THE CREDIT FOR BAGGING VENOM WILL GO A LONG WAY TOWARDS THAT GOAL!
WHAT ABOUT MY PHONE CALL! I AM ENTITLED TO ONE!
I DON'T KNOW IF THE LAND-LINES HAVE BEEN RECONNECTED, BUT I'LL FIND OUT FOR YOU...

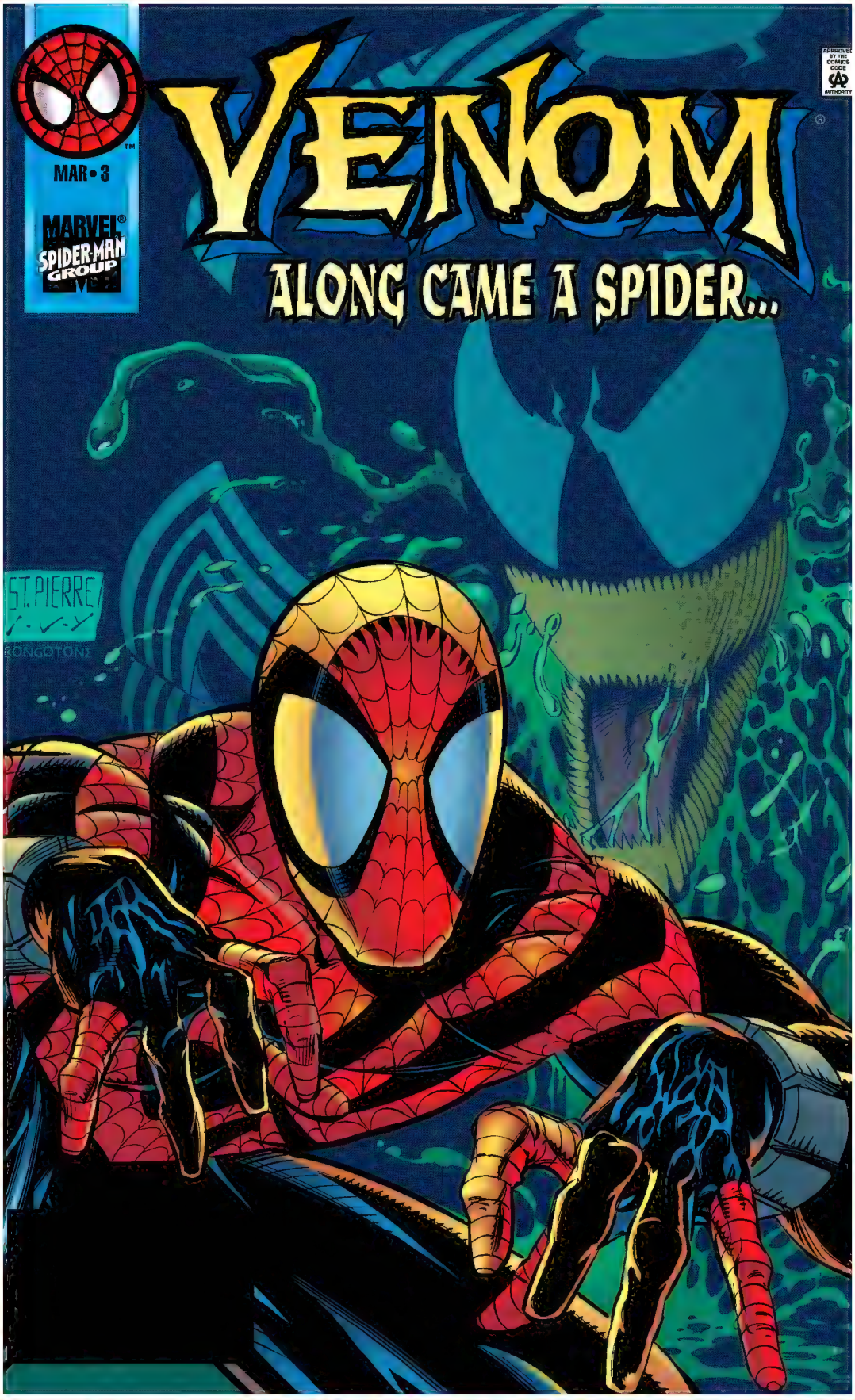
IN VENOM'S HIDEOUT...
HE'S A MENACE!
WE'D BE DOING THE REST OF THE WORLD A FAVOR! WE'D BE--
BRRING
I KNOW THIS NUMBER-- AND A LOT OF OTHER THINGS FROM WHEN WE WERE MELDED THROUGH YOUR OTHER!*
*LAST ISSUE. --TOM
WHA--?
NOBODY HAS THIS NUMBER!!
UNLESS IT IS A REAL CALL FOR THE SWITCHING TERMINAL FOR THE SUBWAY SYSTEM, WHICH IS THE LINE WE TAPPED INTO--
BUT WE CHOSE THAT LINE BECAUSE THAT WHOLE SECTION HAD BEEN CLOSED DOWN!! WHO--??
I'M UNDER ARREST AND IN TROUBLE, BUT I WANT YOU TO PROMISE ME THAT YOU WON'T COME DOWN HERE AND BUST ME OUT AGAIN!!
EDDIE? THIS IS ANN--
HEADS UP! IT'S THE FOURTH ESTATE!

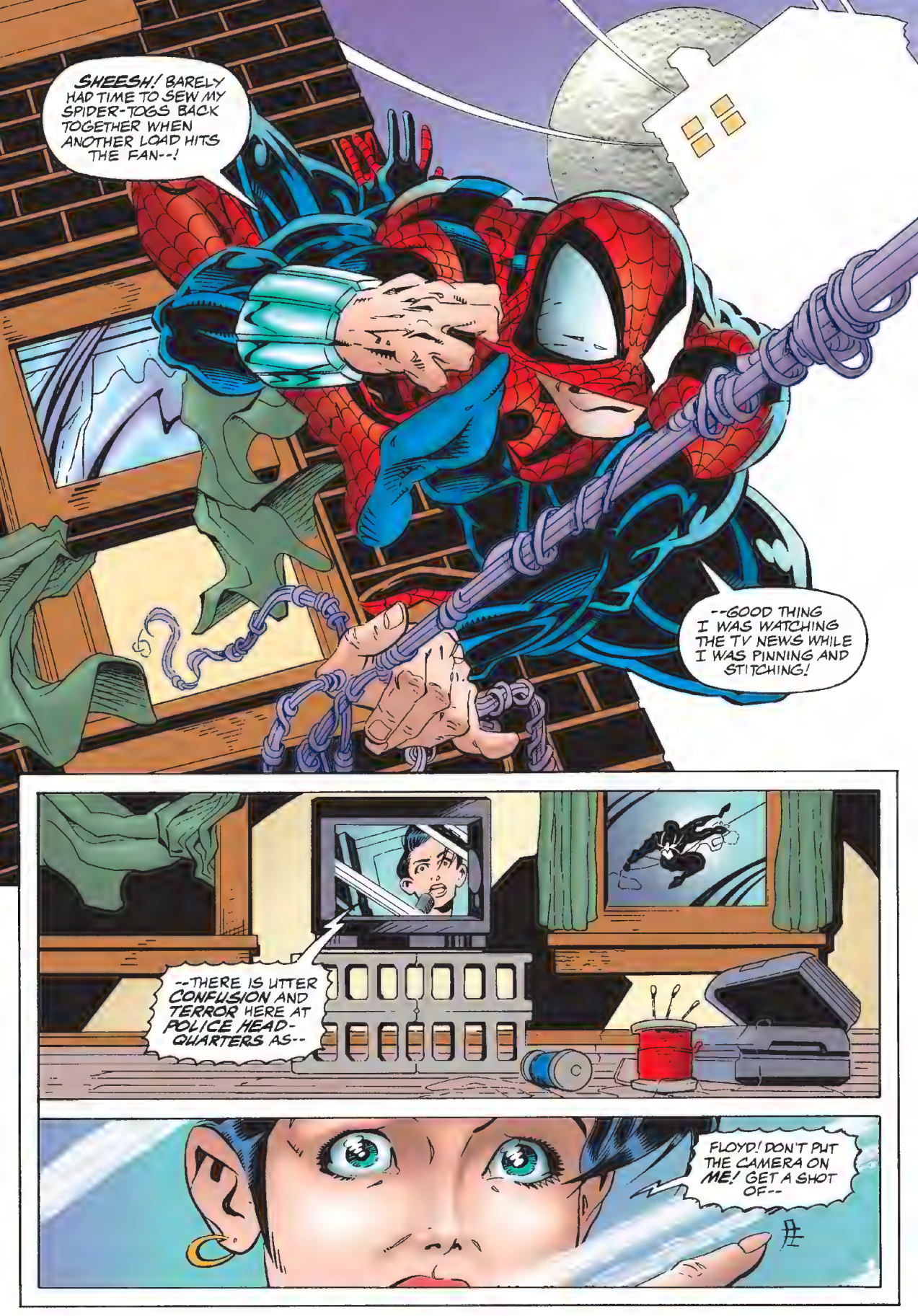
TRISH TILBY JUST SHOWED UP WITH HER CAMERA CREW!
SOME APPLE-POLISHING BRASS-HAT WALTZED 'EM IN RIGHT THROUGH THE FRONT DOOR!
OH NO!
TURN THAT CAMERA OFF! WHO GAVE YOU PERMISSION TO SHOOT IN HERE?
WHAT HAVE YOU GOT TO HIDE, DETECTIVE STEEN?
DON'T THE PEOPLE HAVE A RIGHT TO KNOW THE FACTS?
WHAT?
WHO LET WEYING MAKE A PHONE CALL?!
GET HER AWAY FROM THAT PHONE!!
GET THIS ALL ON TAPE, BOYS!!
SHE HAS THE RIGHT TO MAKE A CALL! ARE YOU DENYING HER THAT RIGHT? IF SO--
I DON'T HAVE MUCH TIME, EDDIE!
YOU PROMISE ME RIGHT THIS SECOND THAT YOU WILL NOT COME DOWN HERE!!!
PROMISE, EDDIE!


I PROMISE, ANN--!
--EDDIE BROCK WILL NOT COME DOWN THERE!
THE OTHER!!!
GOOD LORD!
I HOPE YOU'RE ROLLING TAPE ON THIS, FLOYD!


MEANWHILE, DOWNTOWN...
I, LIKE, KNOW WE'RE LIKE FROM TWO DIFFERENT WORLDS, BUT, LIKE, WHAT DIFFERENCE DOES IT LIKE MAKE IF, LIKE, WE'RE IN LOVE, YOU KNOW?
I CAN REMEMBER HAVING TO DO THIS UP IN THE ATTIC AT AUNT MAY'S HOUSE.
MAYBE IF YOU CHANGED YOUR NAME FROM DOG VOMIT--
IT SEEMS LIKE ONLY YESTERDAY--
THERE IS PANDEMONIUM DOWN HERE, FOLKS--
OUCH!
I NEVER DID GET THE HANG OF THIS!
VENOM SURE HAS IT EASY, HAVING AN ALIEN SYMBIOTE FOR A COSTUME!
WE INTERRUPT THIS EPISODE OF EAST VILLAGE 10003 TO BRING YOU THIS SPECIAL NEWS FLASH LIVE FROM POLICE HEADQUARTERS!!
HOLY--

--AS SHE-VENOM GOES ON A RAMPAGE.!!
HI MOM.!!


MAR • 3
MARVEL
SPIDER-MAN GROUP
VENOM
ALONG CAME A SPIDER...
APPROVED BY THE COMICS CODE AUTHORITY
ST. PIERRE
RONGOTONZ


SHEESH! BARELY HAD TIME TO SEW MY SPIDER-TOGS BACK TOGETHER WHEN ANOTHER LOAD HITS THE FAN--!
--GOOD THING I WAS WATCHING THE TV NEWS WHILE I WAS PINNING AND STITCHING!
--THERE IS UTTER CONFUSION AND TERROR HERE AT POLICE HEAD-QUARTERS AS--
FLOYD! DON'T PUT THE CAMERA ON ME! GET A SHOT OF--

--SHE-VENOM IN ACTION!!

MOVING TOO FAST! CAN'T TRACK HER! DON'T DROP THE NARRATIVE BALL, TRISH!

WE HAVE JUST WITNESSED THE AMAZING TRANSFORMATION OF EDDIE BROCK'S EX WIFE, ANN WEYING, INTO A *RAMPAGING SHE-VENOM!*

IT APPEARED TO ME THAT THE *ALIEN OTHER* TRAVELED THROUGH THE *TELEPHONE LINE* AND MELDED WITH ANN WEYING!

BUT WHERE IS *EDDIE BROCK A.K.A. VENOM?*

TALK TO ME, ALIEN--!

--WHY HAS EDDIE SENT YOU TO ME??

DON'T *SHOOT* HER, CLARK!

SHE HASN'T TECHNICALLY *DONE* ANYTHING YET OTHER THAN *MORPH!*

I'M NOT *THAT* TRIGGER-HAPPY, *STEEN!*

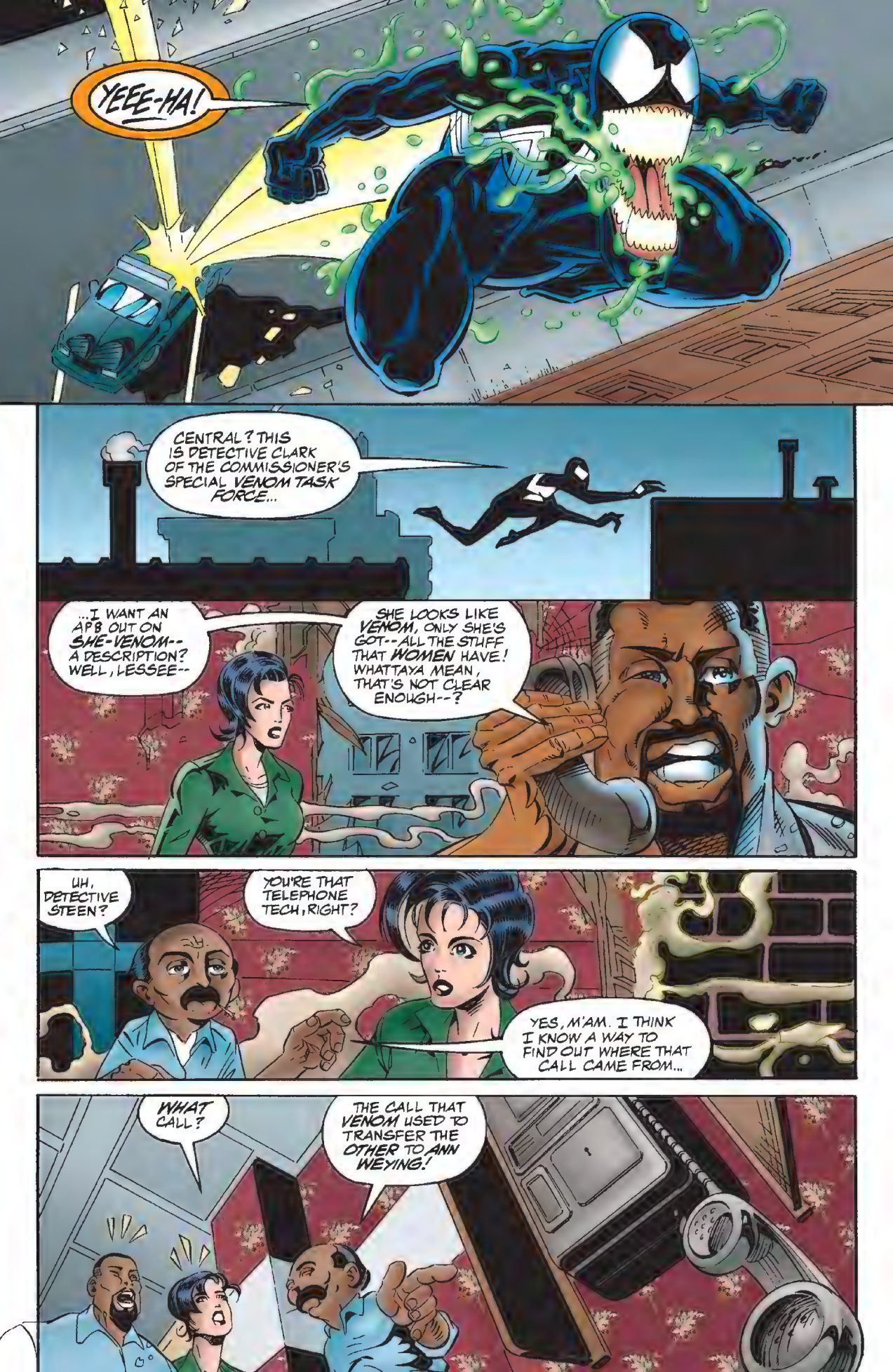
THE ONLY REASON WE WERE HOLDING HER HERE WAS TO LURE *VENOM* INTO SHOWING UP AGAIN--

--WE SURE DIDN'T FIGURE ON HIM JUST SENDING HIS *ALIEN SYMBIOTE!*

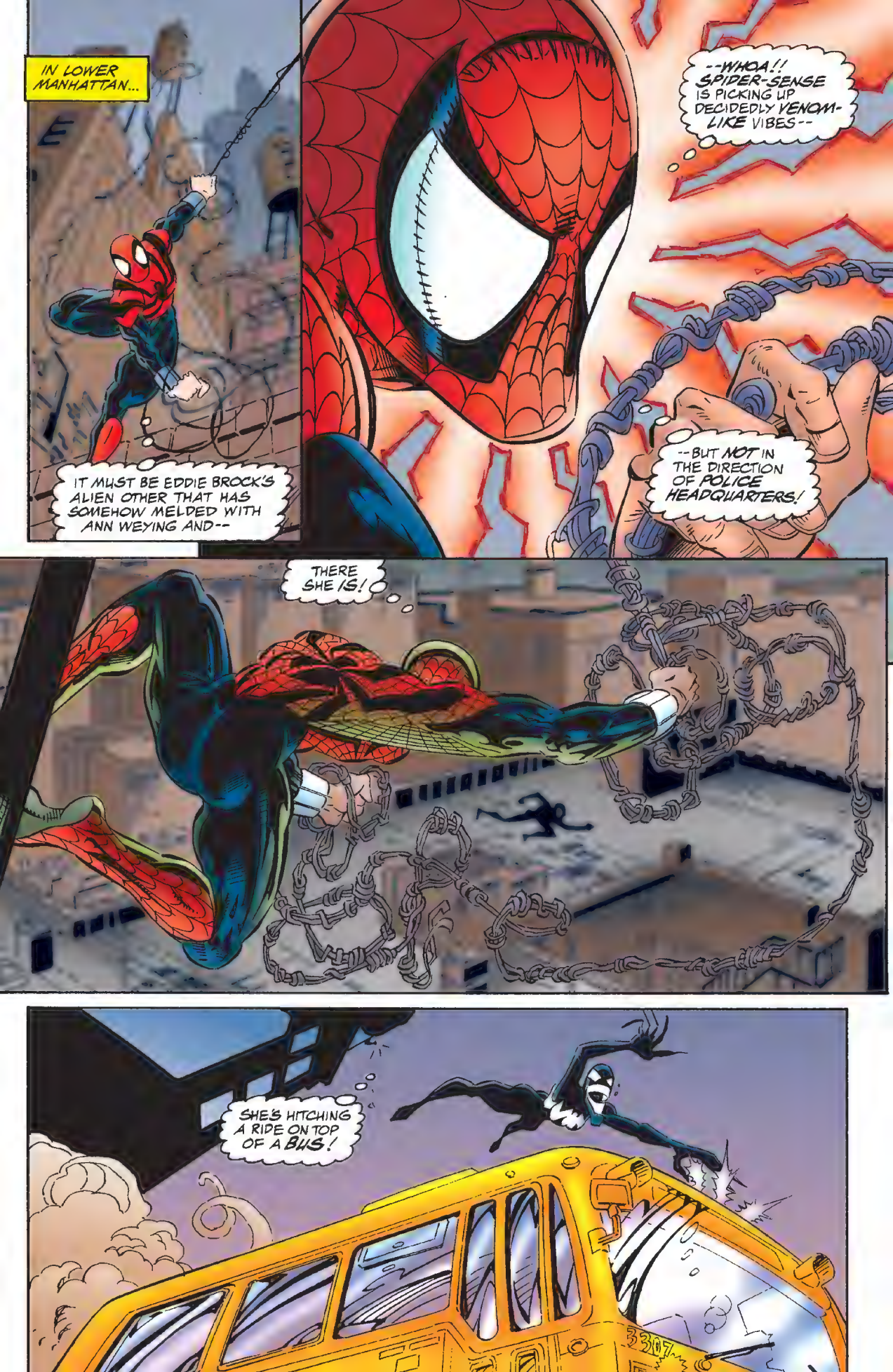
# CUT TO THE CHASE

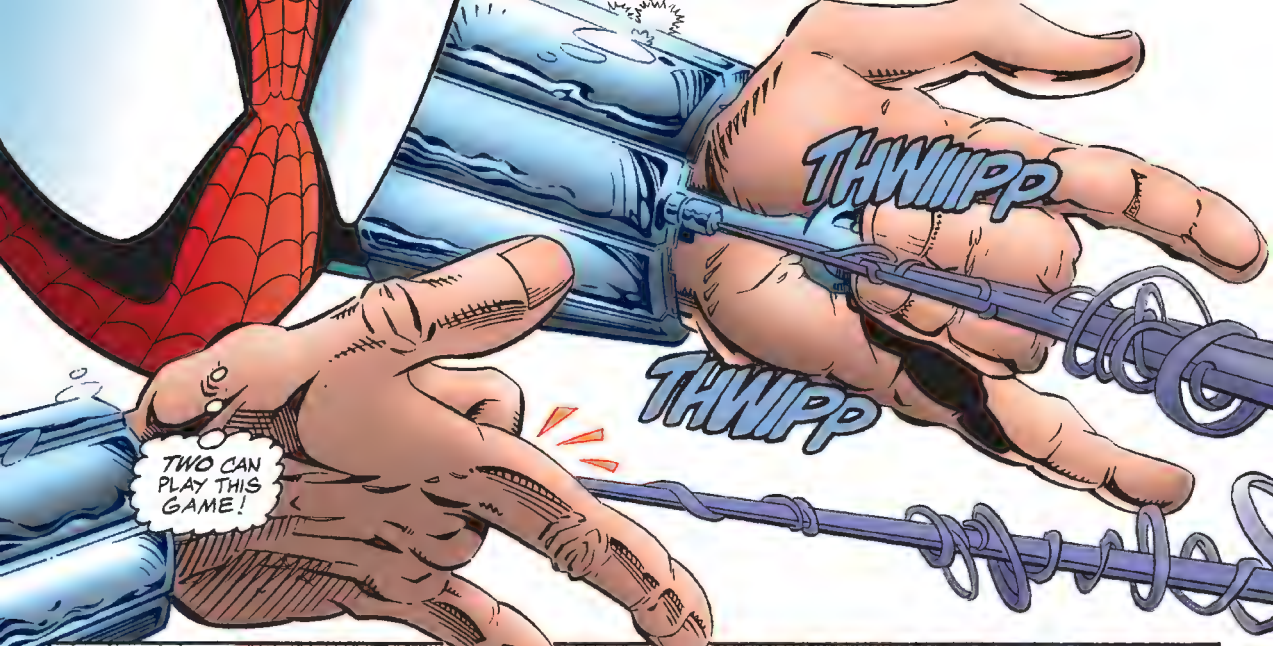
SCRIPT
*LARRY HAMA*
PENCILS
*JOE ST. PIERRE*
INKS
*MARK McKENNA*
COLORING
*MALIBU / TOM SMITH*
LETTERING
*KEN LOPEZ / SUSAN CRESPI*
EDITOR
*TOM BREVOORT*

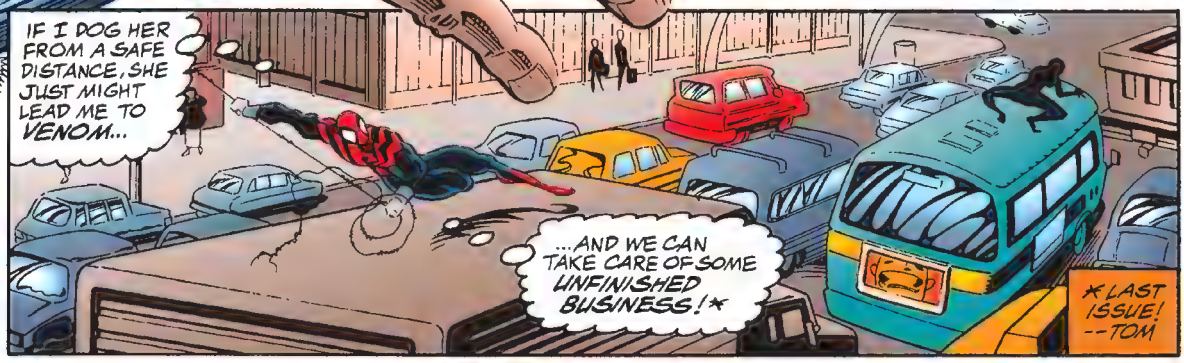
WHAT?? EDDIE WANTS US TO MEET HIM WHERE??
THAT HORRIBLE PLACE??
THEN WE'VE GOT A LONG TRIP AHEAD OF US--
--SO WE HAD BETTER BE ON OUR WAY!
LOOK OUT! SHE'S SOMERSAULTING TOWARDS THE WINDOW!
YOU LET HER GET AWAY, CLARK!!
KEE-RASH!
I DID, HUH? I DIDN'T SEE YOU THROWING YOURSELF IN FRONT OF THE WINDOW, STEEN!

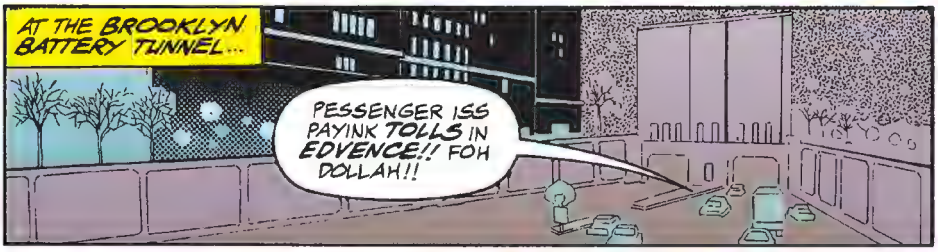

YEEE-HA!
CENTRAL? THIS IS DETECTIVE CLARK OF THE COMMISSIONER'S SPECIAL VENOM TASK FORCE...
...I WANT AN APB OUT ON SHE-VENOM-- A DESCRIPTION? WELL, LESSEE--
SHE LOOKS LIKE VENOM, ONLY SHE'S GOT--ALL THE STUFF THAT WOMEN HAVE! WHATTAYA MEAN, THAT'S NOT CLEAR ENOUGH--?
UH, DETECTIVE STEEN?
YOU'RE THAT TELEPHONE TECH, RIGHT?
YES, M'AM. I THINK I KNOW A WAY TO FIND OUT WHERE THAT CALL CAME FROM...
WHAT CALL?
THE CALL THAT VENOM USED TO TRANSFER THE OTHER TO ANN WEYING!

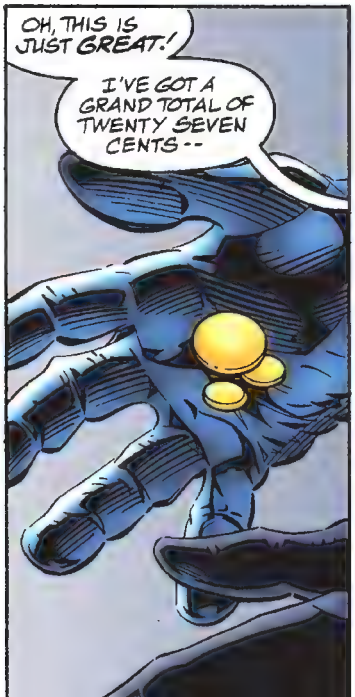
MEANWHILE, DEEP UNDER THE STREETS OF MANHATTAN...
WHEW! THIS IS SOME HEAVY SLOGGING WITHOUT MY OTHER!
I'LL NEVER MAKE IT TO MY RENDEZVOUS WITH ANN AT THIS RATE!
I'D MAKE BETTER TIME UP ON THE STREET.
SKRE
EEEEE!
BEEP
EEE
EP!
HEY, YOU KREZZY OR SOMPTHINK?
JUST WHAT I NEED!
I'M GOING TO BROOKLYN--
HEY, YOU SMELLINK LIKE SEWER!
YOU BETTAH TIP RILL GOOT!

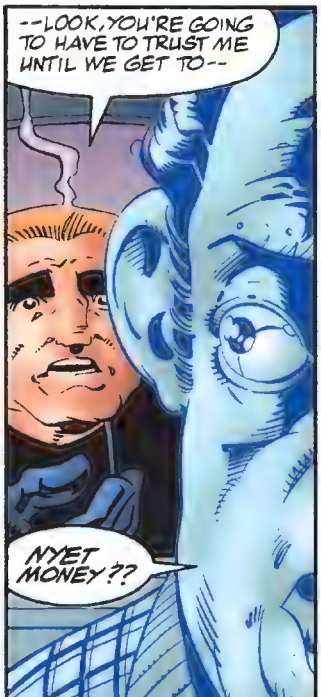

IN LOWER MANHATTAN...
IT MUST BE EDDIE BROCK'S ALIEN OTHER THAT HAS SOMEHOW MELDED WITH ANN WEYING AND--
--WHOA!! SPIDER-SENSE IS PICKING UP DECIDEDLY VENOM-LIKE VIBES--
--BUT NOT IN THE DIRECTION OF POLICE HEADQUARTERS!
THERE SHE IS!
SHE'S HITCHING A RIDE ON TOP OF A BUS!


THWIIPP
THWIPP
TWO CAN PLAY THIS GAME!

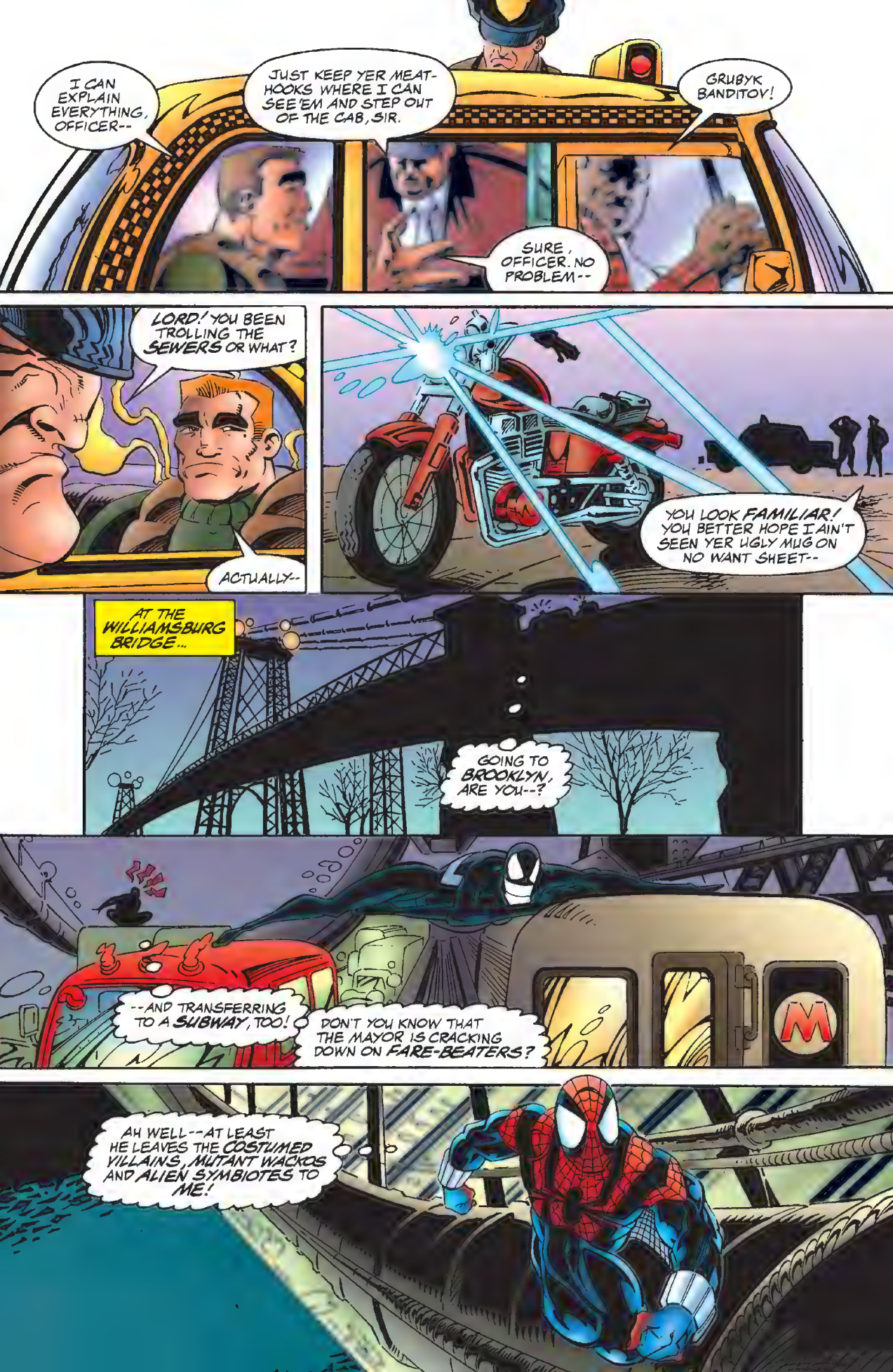

IF I DOG HER FROM A SAFE DISTANCE, SHE JUST MIGHT LEAD ME TO VENOM...
...AND WE CAN TAKE CARE OF SOME UNFINISHED BUSINESS!*
*LAST ISSUE! --TOM

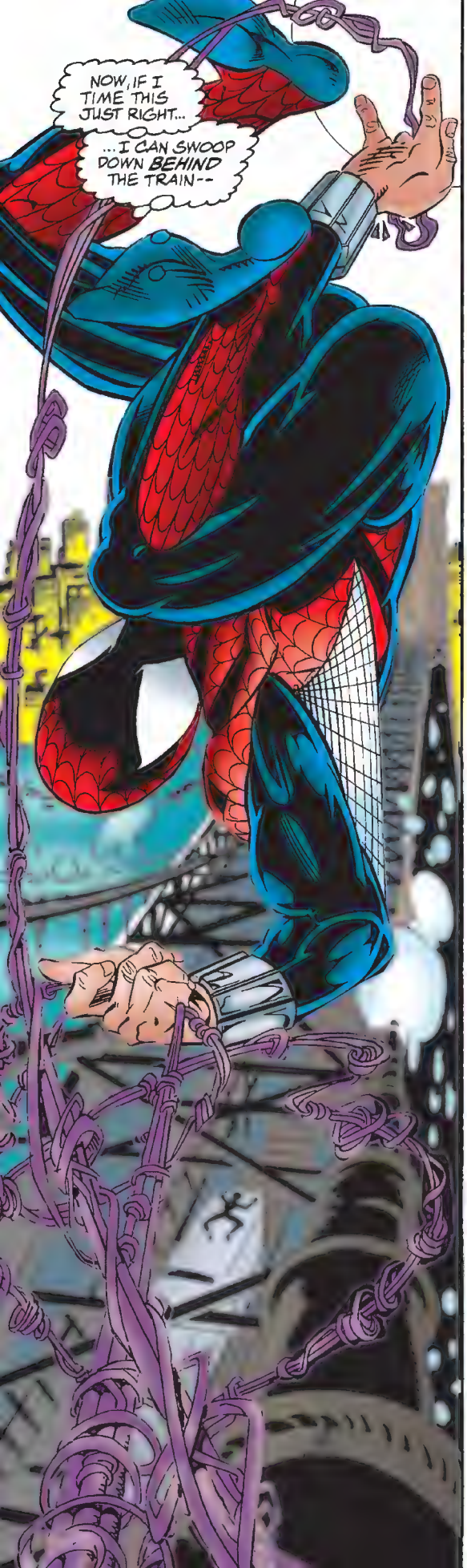

AT THE BROOKLYN BATTERY TUNNEL...
PESSENGER ISS PAYINK TOLLS IN EDVENCE!! FOH DOLLAH!!

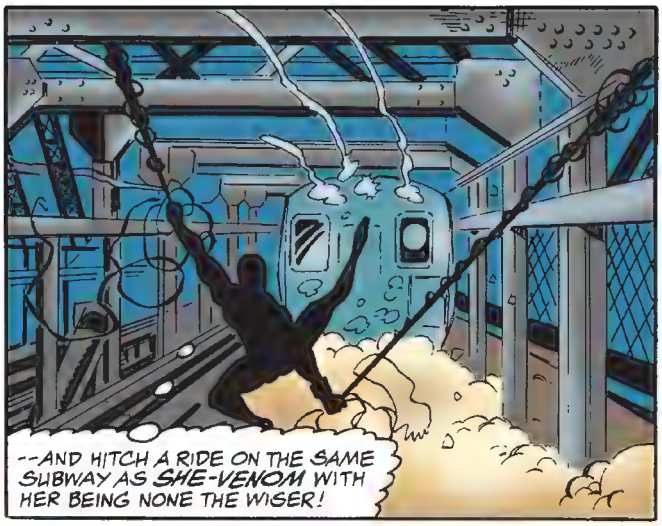

OH, THIS IS JUST GREAT!
I'VE GOT A GRAND TOTAL OF TWENTY SEVEN CENTS--

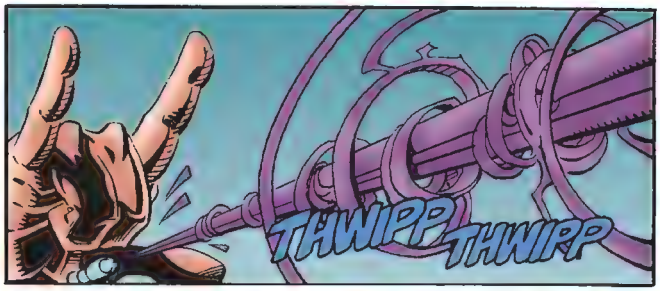

--LOOK, YOU'RE GOING TO HAVE TO TRUST ME UNTIL WE GET TO--
NYET MONEY??

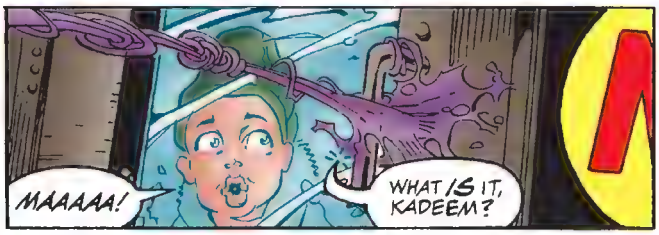
MILITIA! POLICE-MENS!!


I CAN EXPLAIN EVERYTHING, OFFICER--
JUST KEEP YER MEAT-HOOKS WHERE I CAN SEE 'EM AND STEP OUT OF THE CAB, SIR.
GRUBYK BANDITOV!
SURE, OFFICER. NO PROBLEM--
LORD! YOU BEEN TROLLING THE SEWERS OR WHAT?
ACTUALLY--
YOU LOOK FAMILIAR! YOU BETTER HOPE I AIN'T SEEN YER UGLY MUG ON NO WANT SHEET--
AT THE WILLIAMSBURG BRIDGE...
GOING TO BROOKLYN, ARE YOU--?
--AND TRANSFERRING TO A SUBWAY, TOO!
DON'T YOU KNOW THAT THE MAYOR IS CRACKING DOWN ON FARE-BEATERS?
AH WELL--AT LEAST HE LEAVES THE COSTUMED VILLAINS, MUTANT WACKOS AND ALIEN SYMBIOTES TO ME!

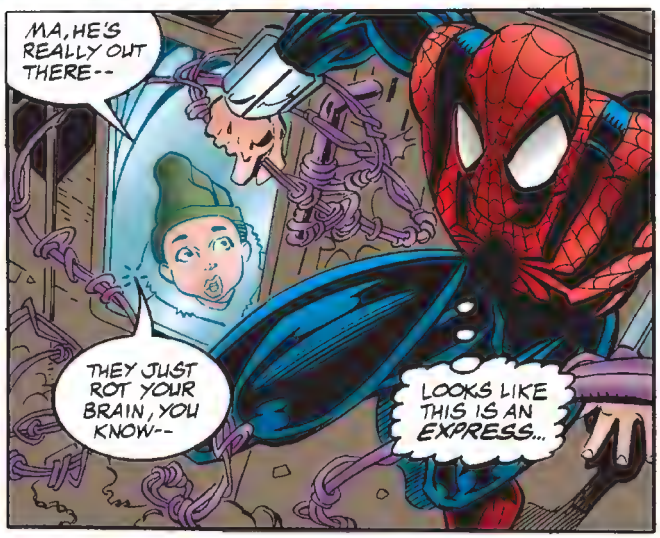

NOW, IF I TIME THIS JUST RIGHT...
...I CAN SWOOP DOWN BEHIND THE TRAIN--

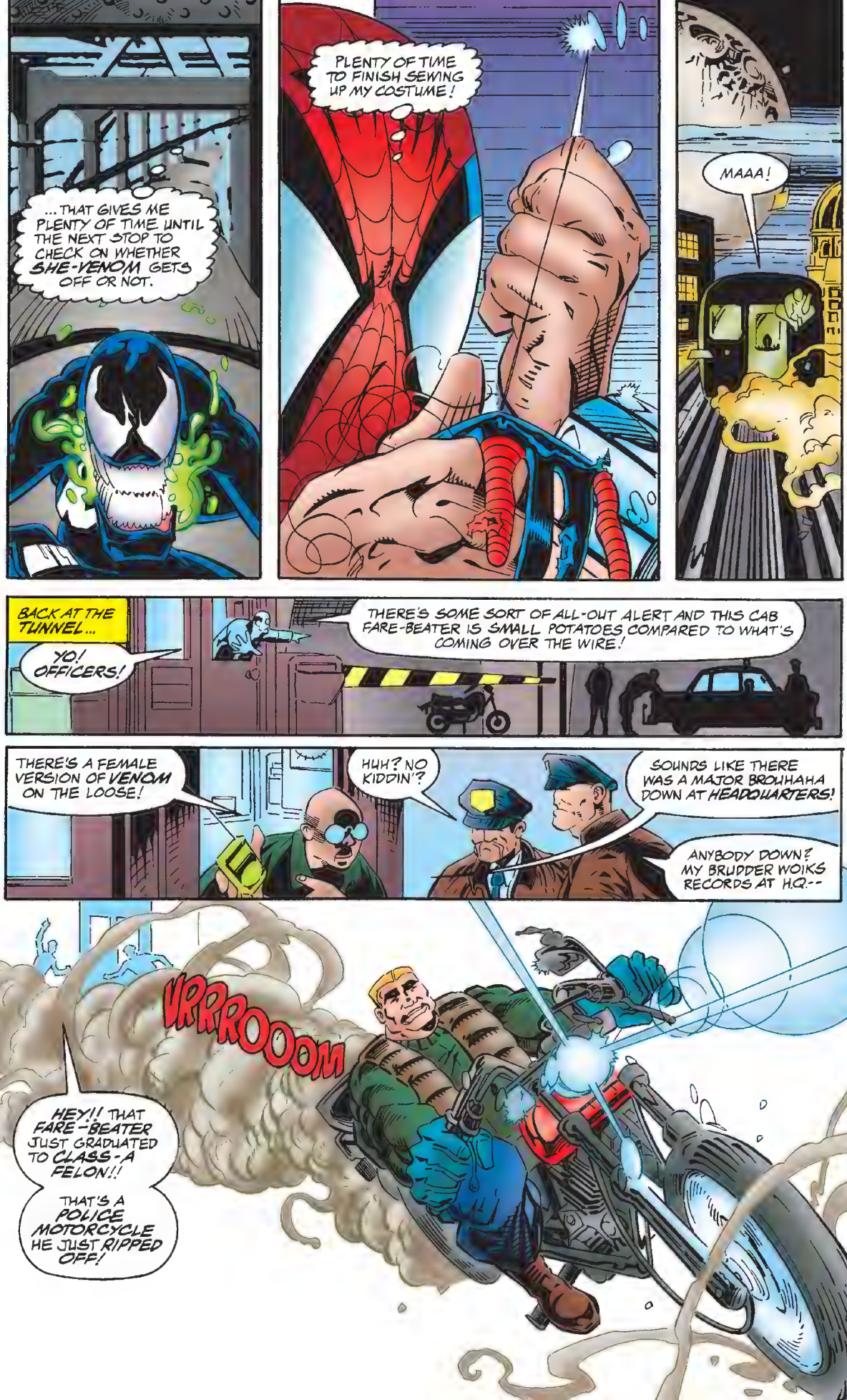

--AND HITCH A RIDE ON THE SAME SUBWAY AS SHE-VENOM WITH HER BEING NONE THE WISER!

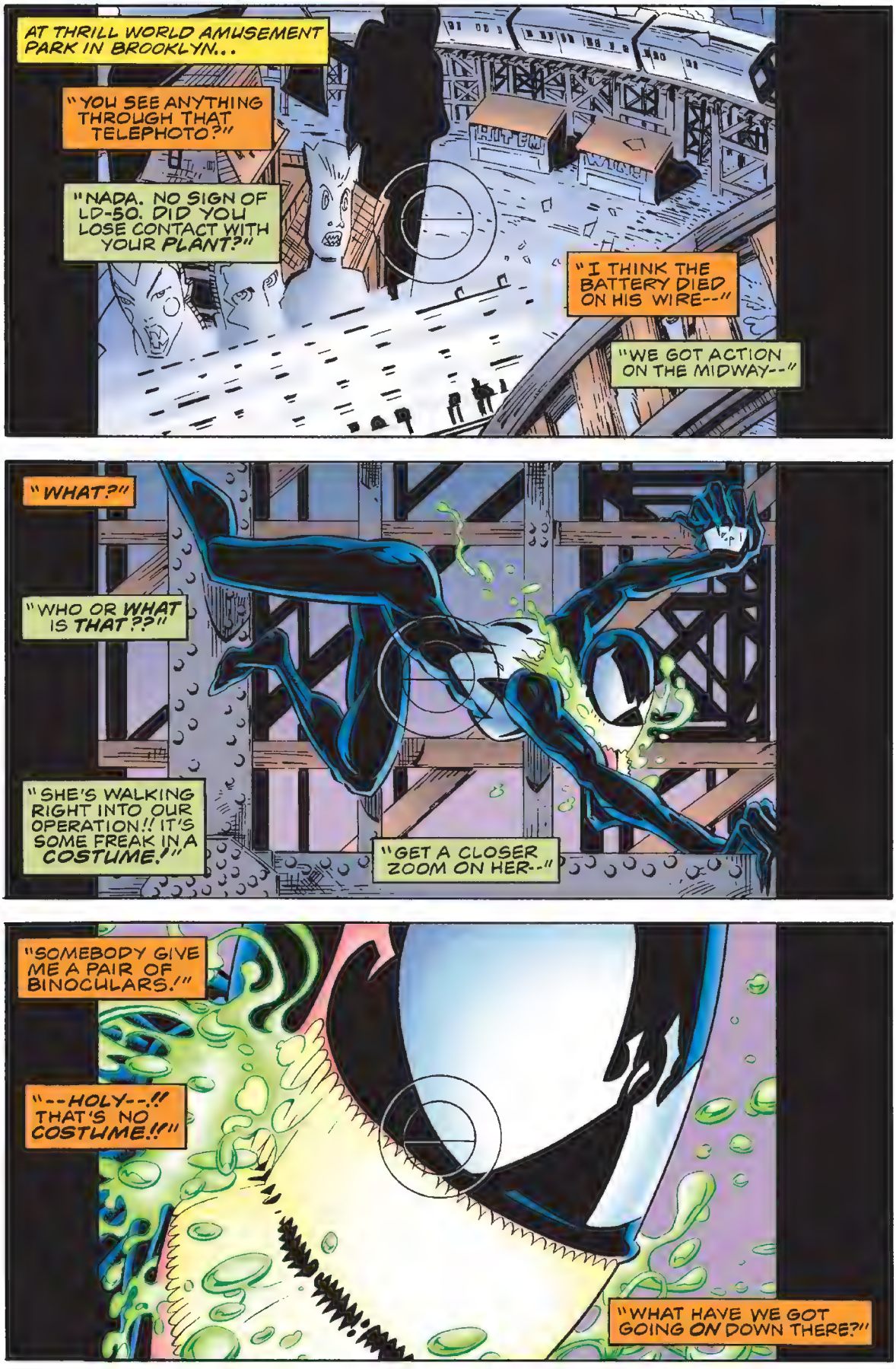

THWIPP THWIPP

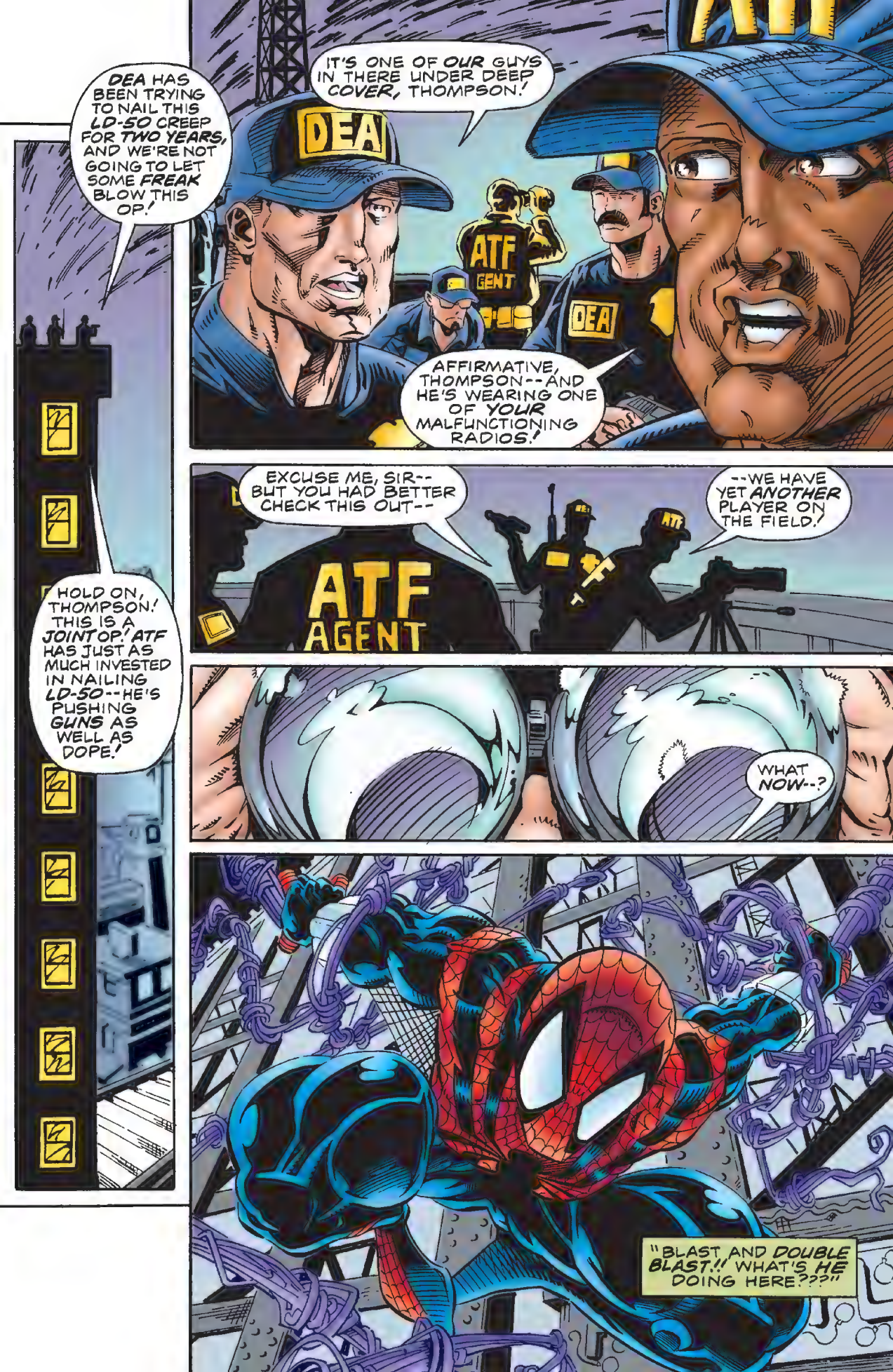

MAAAAA!
WHAT IS IT, KADEEM?

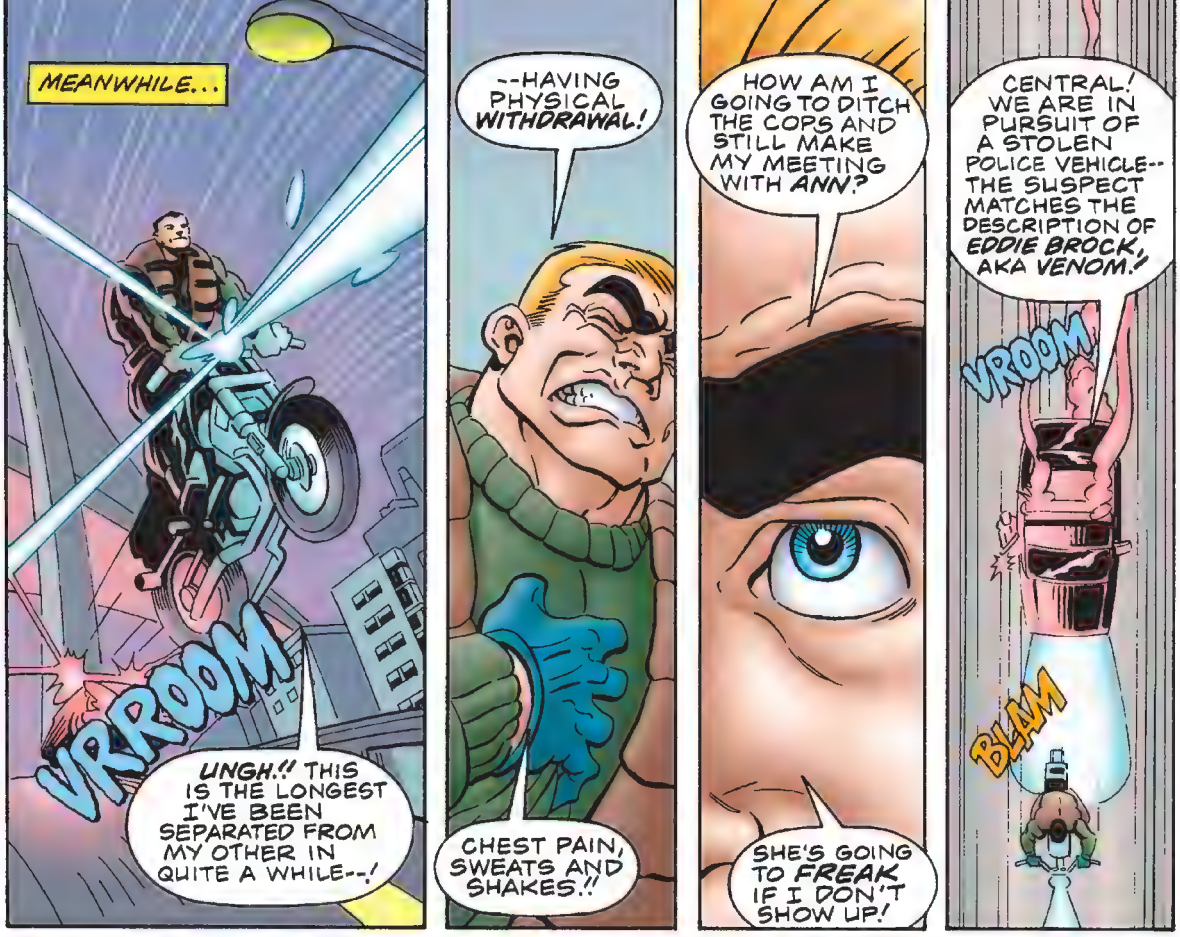
SPIDER-MAN IS ON THE TRAIN!
HAVE YOU BEEN READING THOSE JUNKY COMIC BOOKS AGAIN?


MA, HE'S REALLY OUT THERE--
THEY JUST ROT YOUR BRAIN, YOU KNOW--
LOOKS LIKE THIS IS AN EXPRESS...


...THAT GIVES ME PLENTY OF TIME UNTIL THE NEXT STOP TO CHECK ON WHETHER SHE-VENOM GETS OFF OR NOT.
PLENTY OF TIME TO FINISH SEWING UP MY COSTUME!
MAAA!
BACK AT THE TUNNEL...
YO! OFFICERS!
THERE'S SOME SORT OF ALL-OUT ALERT AND THIS CAB FARE-BEATER IS SMALL POTATOES COMPARED TO WHAT'S COMING OVER THE WIRE!
THERE'S A FEMALE VERSION OF VENOM ON THE LOOSE!
HUH? NO KIDDIN'?
SOUNDS LIKE THERE WAS A MAJOR BROUHAHA DOWN AT HEADQUARTERS!
ANYBODY DOWN? MY BRUDDER WOIKS RECORDS AT H.Q.--
VRRROOOM
HEY!! THAT FARE-BEATER JUST GRADUATED TO CLASS-A FELON!!
THAT'S A POLICE MOTORCYCLE HE JUST RIPPED OFF!

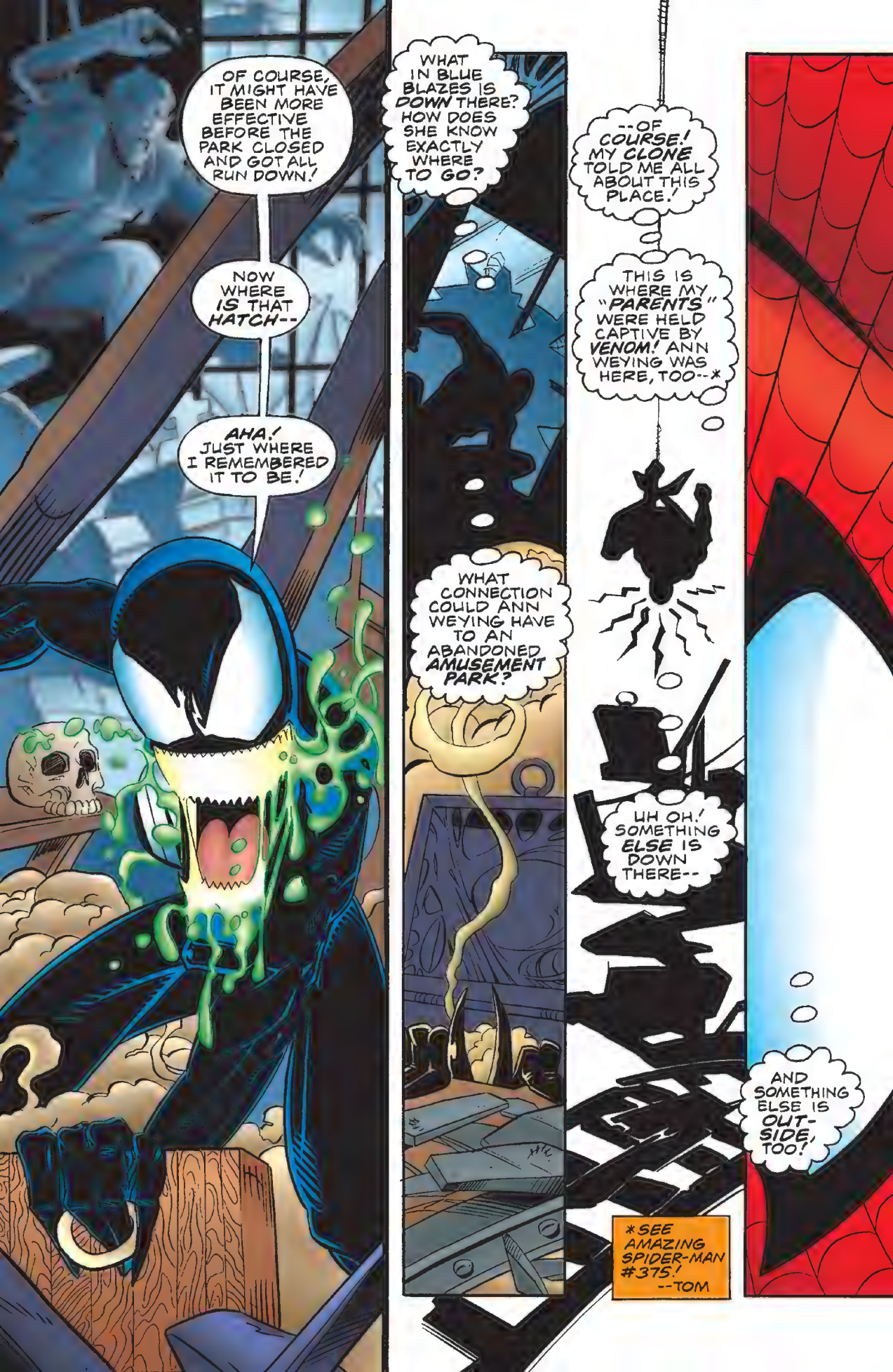

AT THRILL WORLD AMUSEMENT PARK IN BROOKLYN...
"YOU SEE ANYTHING THROUGH THAT TELEPHOTO?"
"NADA. NO SIGN OF LD-50. DID YOU LOSE CONTACT WITH YOUR PLANT?"
"I THINK THE BATTERY DIED ON HIS WIRE--"
"WE GOT ACTION ON THE MIDWAY--"
"WHAT?"
"WHO OR WHAT IS THAT??"
"SHE'S WALKING RIGHT INTO OUR OPERATION!! IT'S SOME FREAK IN A COSTUME!"
"GET A CLOSER ZOOM ON HER--"
"SOMEBODY GIVE ME A PAIR OF BINOCULARS!"
"--HOLY--!! THAT'S NO COSTUME!!"
"WHAT HAVE WE GOT GOING ON DOWN THERE?"


DEA HAS BEEN TRYING TO NAIL THIS LD-50 CREEP FOR TWO YEARS, AND WE'RE NOT GOING TO LET SOME FREAK BLOW THIS OP!
IT'S ONE OF OUR GUYS IN THERE UNDER DEEP COVER, THOMPSON!
DEA
ATF AGENT
DEA
AFFIRMATIVE, THOMPSON--AND HE'S WEARING ONE OF YOUR MALFUNCTIONING RADIOS!
HOLD ON, THOMPSON! THIS IS A JOINT OP! ATF HAS JUST AS MUCH INVESTED IN NAILING LD-50--HE'S PUSHING GUNS AS WELL AS DOPE!
EXCUSE ME, SIR--BUT YOU HAD BETTER CHECK THIS OUT--
ATF AGENT
--WE HAVE YET ANOTHER PLAYER ON THE FIELD!
WHAT NOW--?
"BLAST AND DOUBLE BLAST!! WHAT'S HE DOING HERE???"


MEANWHILE...
VRROOM
UNGH.!! THIS IS THE LONGEST I'VE BEEN SEPARATED FROM MY OTHER IN QUITE A WHILE--!
--HAVING PHYSICAL WITHDRAWAL!
CHEST PAIN, SWEATS AND SHAKES.!!
HOW AM I GOING TO DITCH THE COPS AND STILL MAKE MY MEETING WITH ANN?
SHE'S GOING TO FREAK IF I DON'T SHOW UP!
CENTRAL! WE ARE IN PURSUIT OF A STOLEN POLICE VEHICLE-- THE SUSPECT MATCHES THE DESCRIPTION OF EDDIE BROCK, AKA VENOM.!
VROOM
BLAM

CENTRAL SAYS THAT EDDIE BROCK STOLE A HIGHWAY BIKE AND IS HEADING EAST ON THE BELT PARKWAY!
WE ARE NOW A SPECIAL TASK FORCE--
--WE CAN REQUISITION A HELICOPTER.?

AT THRILL WORLD...
THEY CALL THIS THE HOUSE OF HORRORS?
NOT VERY SCARY AT ALL--


OF COURSE, IT MIGHT HAVE BEEN MORE EFFECTIVE BEFORE THE PARK CLOSED AND GOT ALL RUN DOWN!
NOW WHERE IS THAT HATCH--
AHA! JUST WHERE I REMEMBERED IT TO BE!
WHAT IN BLUE BLAZES IS DOWN THERE? HOW DOES SHE KNOW EXACTLY WHERE TO GO?
WHAT CONNECTION COULD ANN WEYING HAVE TO AN ABANDONED AMUSEMENT PARK?
--OF COURSE! MY CLONE TOLD ME ALL ABOUT THIS PLACE!
THIS IS WHERE MY "PARENTS" WERE HELD CAPTIVE BY VENOM! ANN WEYING WAS HERE, TOO--*
UH OH! SOMETHING ELSE IS DOWN THERE--
AND SOMETHING ELSE IS OUT-SIDE, TOO!
*SEE AMAZING SPIDER-MAN #375! --TOM

BELOW THE HOUSE OF HORRORS...
INIQUITOUS PERFIDY! BETRAYED BY A LOW POLTROON! AH JOMO-- OR WHATEVER YOUR REAL NAME IS--
--I BESTOWED MY TRUST UPON YOU AND YOU HAD THE GALL TO TRAIPSE INTO MY SANCTUM SANCTORUM WEARING A RADIO TRANSMITTER! WHO DO YOU REPORT TO, TRAITOROUS DOG?
YOU'RE GOING DOWN, LD-50! THEY'RE GOING TO DROP YOU IN A HOLE UP IN MARION AND LAY A CONCRETE SLAB OVER IT!
ROACH! PROCEED TO THE SURFACE WITH YOUR FLAME PROJECTOR AND INCINERATE ANY AND ALL WHO WOULD INTERVENE--!
--WHILST I AM ENGAGED IN THE ODIOUS INTERROGATION OF THIS NEFARIOUS INFORMER!
YOU GET NOTHING FROM ME BUT THIS DIRTBALL!!
SPOOT
I BEG TO DIFFER!
I SHALL EXTRACT ALL I DESIRE FROM YOU...
THWAMM
...AND YOU SHALL SCREAM EVERY WORD OF IT!
WE THINK YOU'RE THE ONE WHO'S GOING TO BE SCREAMING!
WHAT'S THIS? ANOTHER INTERLOPER??

YOU CUT THAT POOR MAN LOOSE--
--OR PAY THE CONSEQUENCES!
DAG! IT'S SHE-VENOM!
I HEARD ALL ABOUT HER ON THE RADIO! SHE TRASHED THE MAIN COP SHOP!
I AM UTTERLY UNIM-PRESSED--!
--I DEALT WITH RAGE AND THE TETRARCHES OF ENTROPY--*
--THIS UPSTART BIMBO IS NOTHING COMPARED TO THEM!
*IN THE AVENGERS! --TOM
BLOW HER AWAY!
RATATATAT
BLAMM
POW
BRRRAPP!

LISTEN ANN--
--IF YOU'RE GOING TO GET INTO THE HERO LINE OF WORK, YOU HAVE TO REMEMBER TO GET OUT OF THE WAY OF BULLETS.!
WE DON'T NEED YOUR HELP, SPIDER-MAN!
WOOF!
WE DEAL WITH BULLETS OUR OWN WAY.!
BOINK!
BIP!
BLIP!
AND WE DEAL WITH THE SCUM WHO PREY ON THE INNOCENT--
--BY EATING THEIR BRAINS.!!!
URK!
NOW, I'VE GOT TO SAVE THESE DRUG AND WEAPONS DEALERS FROM HER.!!

OVER THE BELT PARKWAY...
THERE HE IS!
BRING US DOWN LOW ENOUGH FOR ME TO GET A CLEAN SHOT AT HIM.!
WHAT NOW? IS THIS THE NEXUS OF ALL CLUSTER-FOUL-UPS? THAT'S AN NYPD CHOPPER.!!
GET ON THE PRIORITY CHANNEL AND STOP THOSE IDIOTS BEFORE THEY BLOW THIS OP BEYOND ALL HOPE.!
DEA
ATF
WHAT ARE YOU DOING? I HAD HIM IN MY SIGHTS?
THAT WAS THE FEDS ON THE HORN--
--THEY'RE CLAIMING JURISDIC-TION ON THIS ACTION.!
UNDER THE HOUSE OF HORRORS...
YOU CAN RUN--
SCHRRIPP

--BUT YOU SURE CAN'T HIDE!!
SCHRRAMM!
BLAMM!
POW
ANN.! CAN WE TALK??
THIS IS IMPOSSIBLE! HOW CAN I DODGE BULLETS, PROTECT THE BAD GUYS FROM SHE-VENOM AND PROTECT SHE-VENOM FROM THE BAD GUYS ALL AT THE SAME TIME?
WHAT HAPPENED TO THE DAYS WHEN BEING A SUPER HERO WAS EASY?
WHAT HAPPENED TO THE DAYS WHEN BEING A CRIMINAL WAS EASY?
A HASTY RETREAT WOULD SEEM TO BE MY BEST OPTION AT THIS TIME!
ANN.! ANN.! ARE YOU IN THERE??

ANN! IT'S ME, EDDIE!
LD-50 SAID TO INCINERATE ANY AND ALL--
--AND THIS SUCKER FITS THE TICKET.
FOOOOOOSH!
WHO--?
BA-ROOOMPH
ARRRRRRGH!!!
ANN--!!!
--HEEEELP MEEEEE!!!

EDDIE--?
--EDDIE!!!
THIS TAKES THE CAKE! I AM ABOUT READY TO THROW IN THE TOWEL ON THIS OP!
WELL, I'M NOT! I'VE GOT A LOT OF FAITH IN LD-50!
HE'S GOT TOO MUCH CAPITAL INVESTED IN STOCK IN THAT BUNKER AND I'M BETTING HE'S NOT GIVING UP ON IT!!
DEA
ATF
TO BE CONCLUDED!

APR • 4
MARVEL
SPIDER-MAN GROUP
VENOM
ALONG CAME A SPIDER...
ST.PIERRE '95
McKENNA

AND FRIGHTENED MISS MUFFET AWAY
AT THRILL WORLD AMUSEMENT PARK IN BROOKLYN, EDDIE BROCK, SPIDER-MAN AND SHE-VENOM HAVE STUMBLED UPON THE HIDEOUT OF A VICIOUS GANG OF DRUG AND WEAPONS DEALERS.
EDDIE!! OH, EDDIE-- DON'T DIE!!
SCOPE THIS OUT, JELLY! ROACH PUT HIS FLAME THROWER TO THAT DUDE AND SENT HIM TO CRISPY-CRITTERVILLE!
THAT STENCH IS RUDE, MAN-- LIKE BURNT BACON!
ANN--
--I-- NEED--THE-- OTHER!
ONLY THE ALIEN CAN SAVE ME!
SCRIPT LARRY HAMA
BREAKDOWNS JOE ST. PIERRE
FINISHES McKENNA•EMBERLIN
COLORING TOM SMITH
COLOR SEPS MALIBU
LETTERING KEN LOPEZ
EDITOR TOM BREVOORT
EDITOR IN CHIEF BOB HARRAS

LIKE IT HEALED ME WHEN I WAS DYING--!*

YES--

* IN VENOM: SINNER TAKES ALL #2.-- TOM.

--LET--IT-- COME--TO-- ME--!

--AHHH!

THAT'S MORE LIKE IT!

HOO-HA!

NOW WE ARE WHOLE AGAIN!

OH, EDDIE-- DON'T LET THE VENOM SIDE OF YOU TAKE OVER!!

THAT WAS WHACK, MAN!

I'LL GIVE YOU A HOLE--

--I'LL GIVE YOU A WHOLE MESS OF NINE MILLIMETER HOLES!

IT'S THAT VENOM CREEP!

HE DON'T LOOK THAT BAD TO ME--!

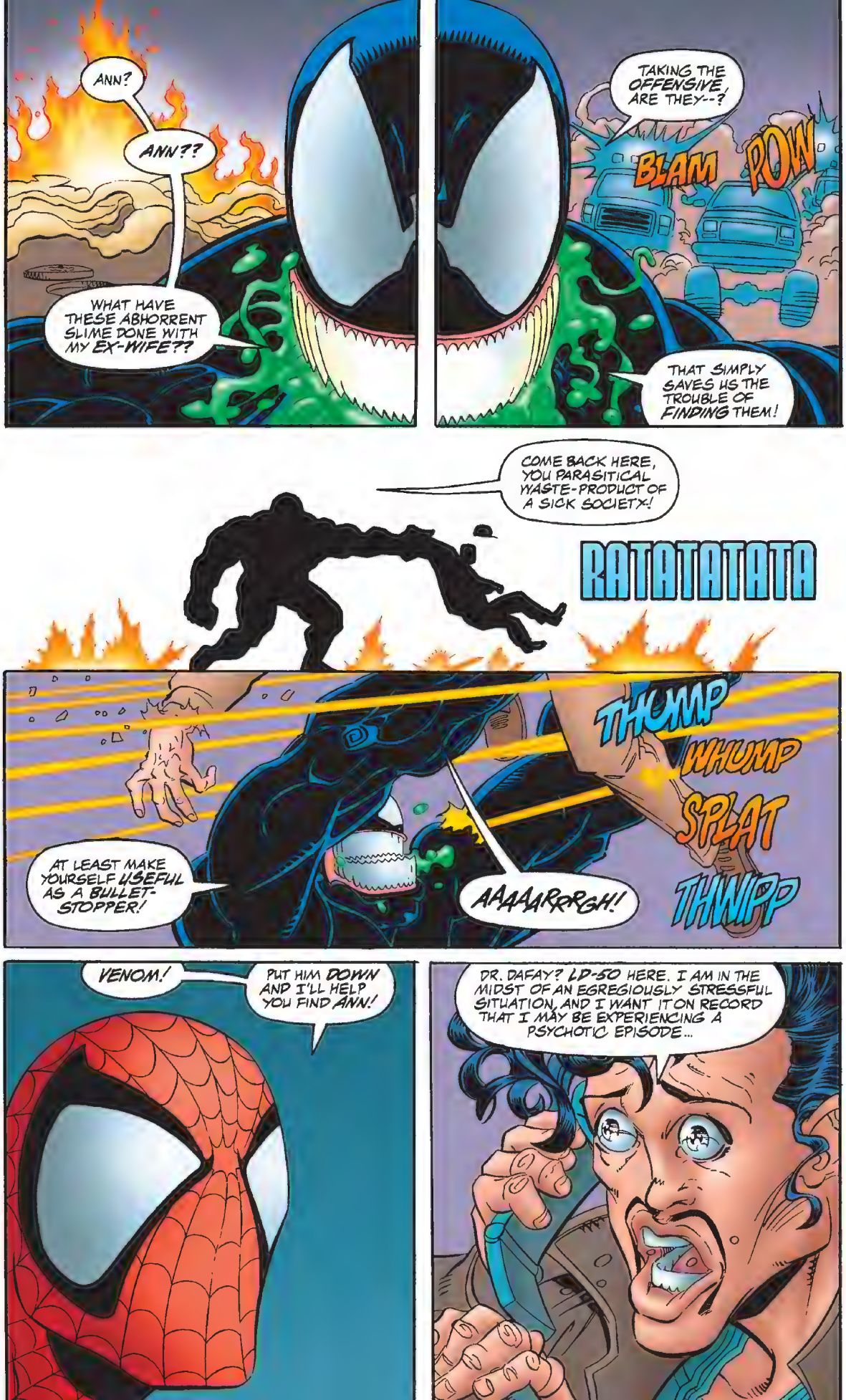
STONE UGLY, BUT NOT SO BAD HE CAN'T BE CAPPED-OFF, BLOWN AWAY, ZAPPED, SNUFFED, WHACKED, AND OTHERWISE DONE AWAY WITH!

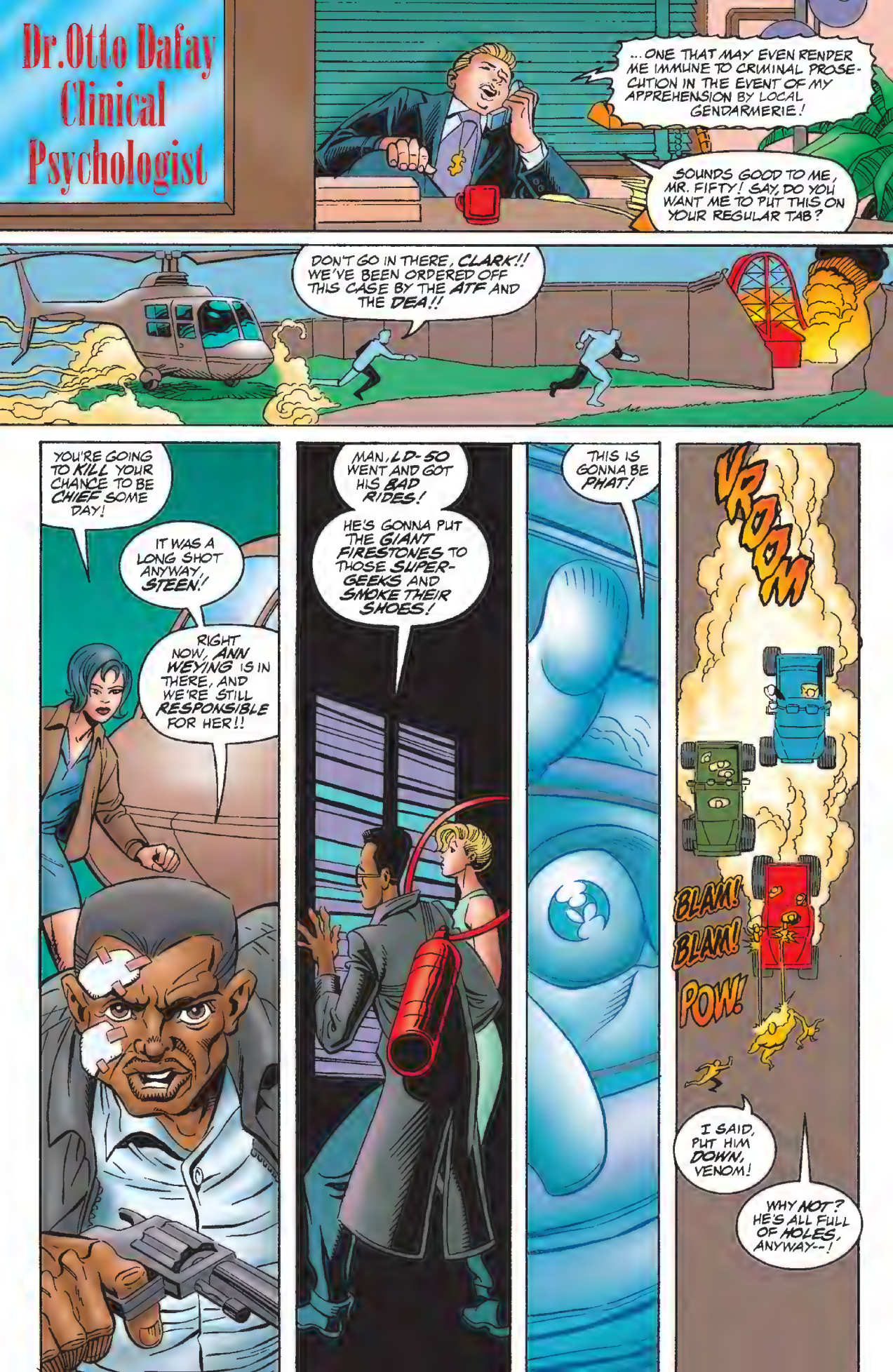
WASTE HIM!

GET BEHIND US, ANN!
BLAM BLAM
POW
THIS AMMO IS CHUMP--
THE FAULT LIES NOT IN YOUR AMMUNITION--
--BUT IN YOUR COLD, UNCARING, UNSALVAGEABLE CRIMINAL HEARTS!
EEEEYAAAA!
YOW! FIRST, I HAD TO STOP ANN WEYING FROM RIPPING APART THE BAD GUYS...
...NOW, I'VE GOT TO RESTRAIN VENOM FROM DOLING OUT HIS OWN BRAND OF INSTANT STREET JUSTICE!
SPIDER-MAN JUST JUMPED INTO THE FRAY!
TIME FOR US TO INTERVENE YET?
NEGATIVE! THIS WHOLE OPERATION WAS SET UP TO BAG THE HEAD SLIME-BUCKET HIMSELF-- LD-50!
HE'S BEEN FLOODING THE CITY WITH DRUGS AND GUNS!
ATF
DEA
DEA

I'M NOT WHOLELY AGAINST BRUISING A FELON OR TWO IN THE ACT OF APPREHENDING THEM FOR THE PROPER AUTHORITIES--
--I JUST HAPPEN TO DRAW THE LINE AT EATING THEIR BRAINS!!!
KEEE-RASH
YOU ARE SUCH A WIMP, SPIDER-MAN!
MIGHT AS WELL POP CAPS AT SPIDER-MAN WHILE HE'S HERE!
YEAH, AT LEAST WE KNOW HIS BUTT AIN'T BULLET-PROOF!
BLAM
BLAM
POW
BWEEEE
TZING
PING
SEE HOW THE VERMIN REPAY YOUR ACTIONS ON THEIR BEHALF?
NOBODY GETS INTO THE SUPER HERO GAME EXPECTING GRATITUDE, VENOM!

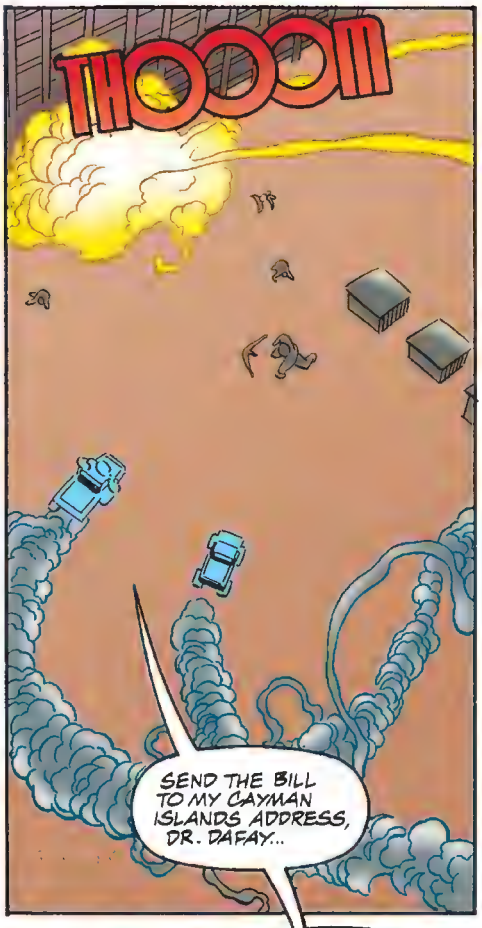
DON'T YOU STRUGGLE NONE, PRETTY LADY--
--THE OL' ROACH MEISTER HAS GOT AN ITCHY TRIGGER FINGER AND A FULL PRESSURIZED TANK OF JELLIED GASOLINE!
THAT FLAME-THROWER--!
YOU'RE THE ONE WHO BURNT UP EDDIE!!
VERY ASTUTE OBSERVATION, PRETTY LADY...
...AND I'M PRETTY OBSERVANT MYSELF!
I NOTICED THAT YOU'RE PRETTY IMPORTANT TO VENOM!
NOW WHERE DID I PUT THAT FLIP-PHONE--?
LD-50? THIS IS ROACH! I GOT VENOM'S MAIN SQUEEZE AS A HOSTAGE!
AM I EXPECTED TO EXPIRE IN PAROXYSMS OF ECSTASY AT THESE TIDINGS--?
HARDLY!
MAINTAIN THE TROLLOP INCOMMUNICADO, MY GOOD MAN...
...MY PUGNACIOUS COHORTS AND I ARE ALLEVIATING THE ONEROUS DILEMMA WITH VEHICULAR BEHEMOTHS AND MASSED FIREPOWER!
NOW, GET OFF THE LINE, I HAVE MY PSYCHIATRIST ON HOLD!

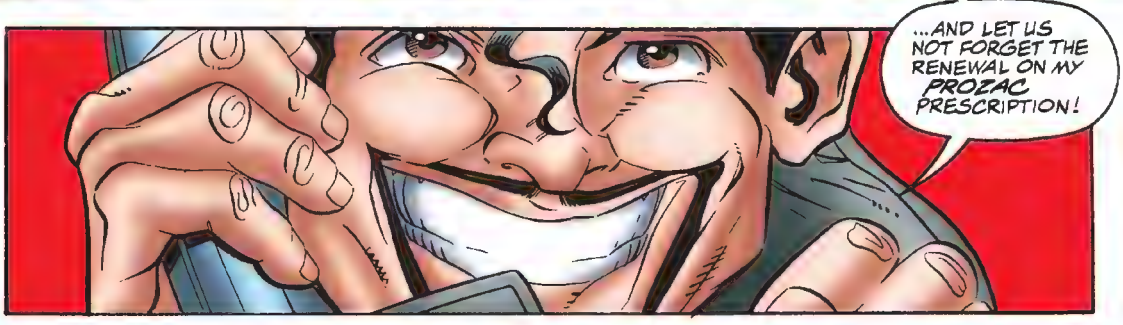

ANN?
ANN??
WHAT HAVE THESE ABHORRENT SLIME DONE WITH MY EX-WIFE??
TAKING THE OFFENSIVE, ARE THEY--?
BLAM
POW
THAT SIMPLY SAVES US THE TROUBLE OF FINDING THEM!
COME BACK HERE, YOU PARASITICAL WASTE-PRODUCT OF A SICK SOCIETY!
RATATATATA
THUMP
WHUMP
SPLAT
THWIPP
AT LEAST MAKE YOURSELF USEFUL AS A BULLET-STOPPER!
AAAAARRRGH!
VENOM!
PUT HIM DOWN AND I'LL HELP YOU FIND ANN!
DR. DAFAY? LD-50 HERE. I AM IN THE MIDST OF AN EGREGIOUSLY STRESSFUL SITUATION, AND I WANT IT ON RECORD THAT I MAY BE EXPERIENCING A PSYCHOTIC EPISODE...

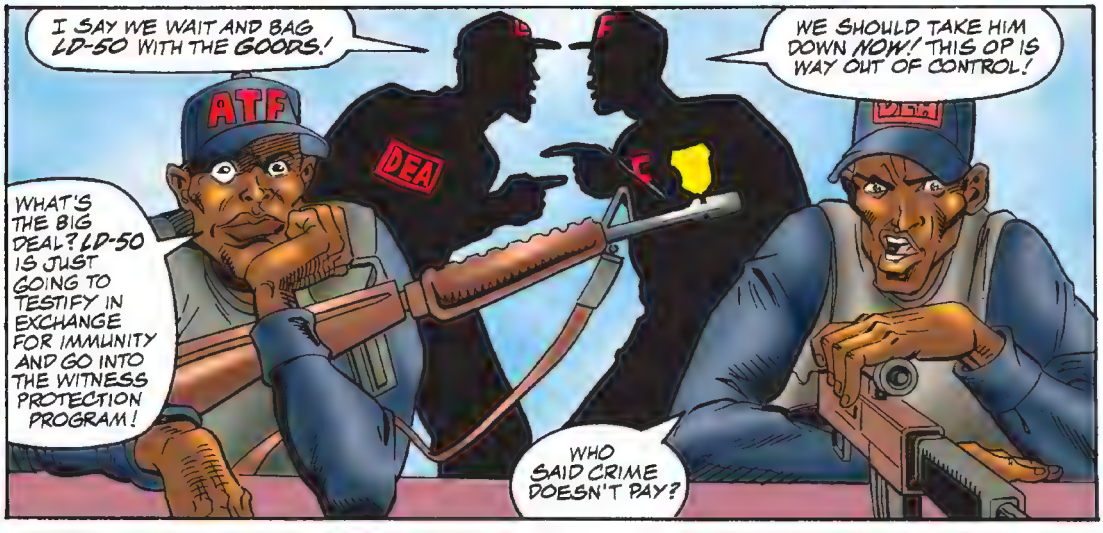

Dr. Otto Dafay
Clinical
Psychologist
...ONE THAT MAY EVEN RENDER ME IMMUNE TO CRIMINAL PROSECUTION IN THE EVENT OF MY APPREHENSION BY LOCAL GENDARMERIE!
SOUNDS GOOD TO ME, MR. FIFTY! SAY, DO YOU WANT ME TO PUT THIS ON YOUR REGULAR TAB?
DON'T GO IN THERE, CLARK!! WE'VE BEEN ORDERED OFF THIS CASE BY THE ATF AND THE DEA!!
YOU'RE GOING TO KILL YOUR CHANCE TO BE CHIEF SOME DAY!
IT WAS A LONG SHOT ANYWAY, STEEN!
RIGHT NOW, ANN WEYING IS IN THERE, AND WE'RE STILL RESPONSIBLE FOR HER!!
MAN, LD-50 WENT AND GOT HIS BAD RIDES!
HE'S GONNA PUT THE GIANT FIRESTONES TO THOSE SUPER-GEEKS AND SMOKE THEIR SHOES!
THIS IS GONNA BE PHAT!
VROOM
BLAM!
BLAM!
POW!
I SAID, PUT HIM DOWN, VENOM!
WHY NOT? HE'S ALL FULL OF HOLES, ANYWAY--!

AND HE'S SERVED HIS PURPOSE; DEFLECTING THE SLINGS AND ARROWS OF OUTRAGEOUS FELONS!
IF THAT WAS AN EXAMPLE OF YOUR PROSE, IT'S NO WONDER YOU WERE A FAILURE AS A JOURNALIST!
I DIDN'T FAIL AS A NEWSPAPERMAN--
SKRONCH
--MY CAREER WAS SABOTAGED BY YOU...
...OR SOMEONE SO SIMILAR TO YOU HE COULD BE YOUR TWIN!
SCHRRIPP

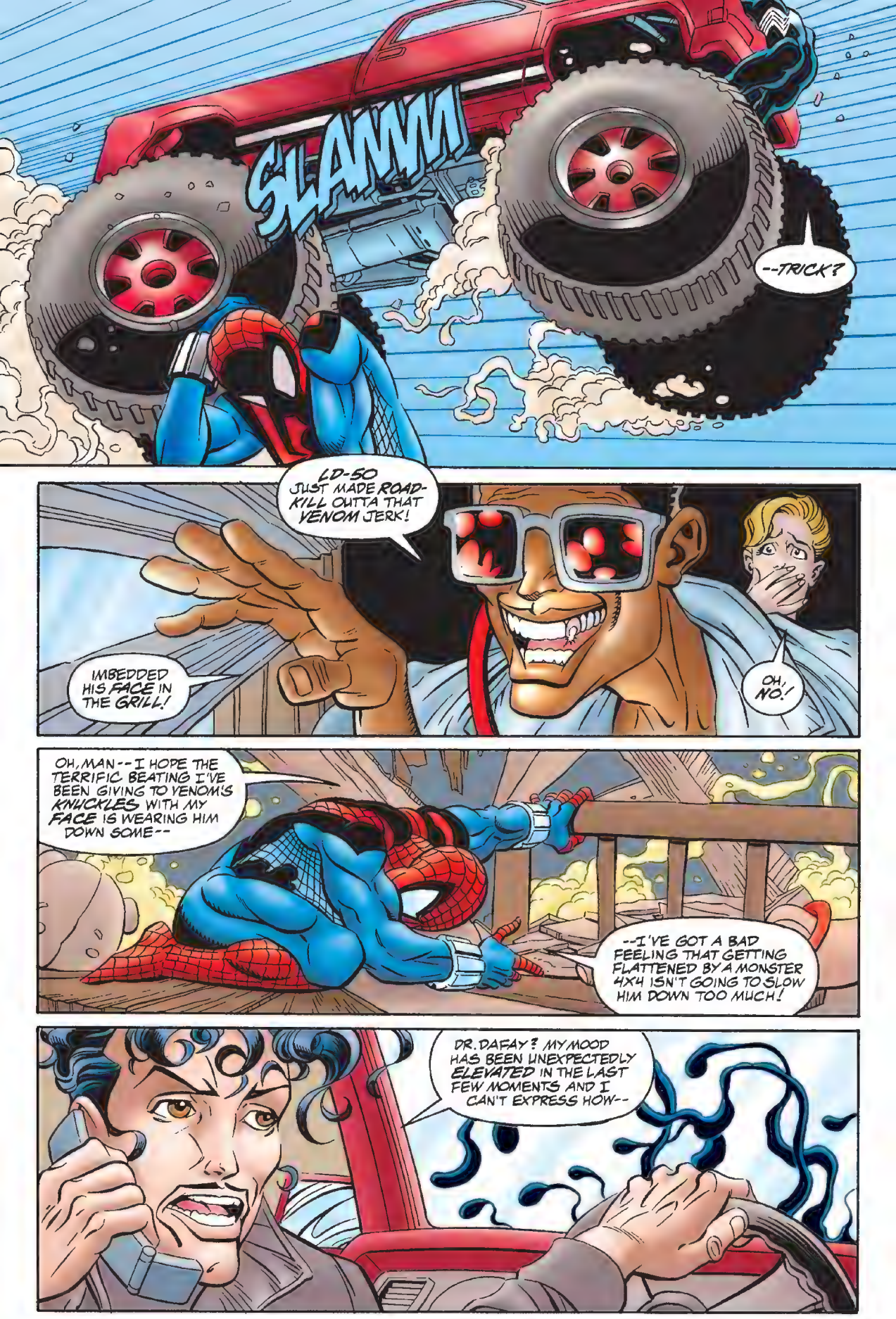
WHAT? HOW COULD HE KNOW--?
OF COURSE! HIS SYMBIOTE BONDED WITH ME ONCE BEFORE!* IT MUST RECOGNIZE ME!
OH YEAH? MY NEW AFTER-SHAVE THREW YOU OFF, HUH?
THAT WAS ABOUT AS CONVINCING AS THAT NEW COSTUME YOU'RE WEARING!
*DURING PLANET OF THE SYMBIOTES IN THE 1995 SPIDER-MAN ANNUALS.--TOM


THOOOM
SEND THE BILL TO MY CAYMAN ISLANDS ADDRESS, DR. DAFAY...


...AND LET US NOT FORGET THE RENEWAL ON MY PROZAC PRESCRIPTION!


I SAY WE WAIT AND BAG LD-50 WITH THE GOODS!
WE SHOULD TAKE HIM DOWN NOW! THIS OP IS WAY OUT OF CONTROL!
ATF
DEA
WHAT'S THE BIG DEAL? LD-50 IS JUST GOING TO TESTIFY IN EXCHANGE FOR IMMUNITY AND GO INTO THE WITNESS PROTECTION PROGRAM!
WHO SAID CRIME DOESN'T PAY?

SO WHAT ARE YOU? THE TEMPORARY SUBSTITUTE OR THE PERMANENT REPLACEMENT?
I'M THE ORIGINAL SPIDEY, AND THE FRIENDLY NEIGHBOR-HOOD SPIDER-MAN THAT VENOM KNEW WAS MY CLONE, BUT I CAN'T TELL HIM THAT--!
HEY--! LET'S NOT FORGET ABOUT ANN WEYING!
HOW CAN WE FORGET THAT YOU'RE THE ONE WHO'S TRYING TO TURN HER AGAINST US!
WELL, IF YOU REALLY LOVED HER, YOU WOULD--
DON'T SAY IT, SPIDER-MAN--!
FACSIMILE, FRAUD OR REAL McCOY, I'VE GOT MORE THAN ENOUGH REASON TO PULP YOUR PROBOSCIS!
LOOK OUT BEHIND YOU!
HA! YOU THINK I'D FALL FOR THAT OLD--

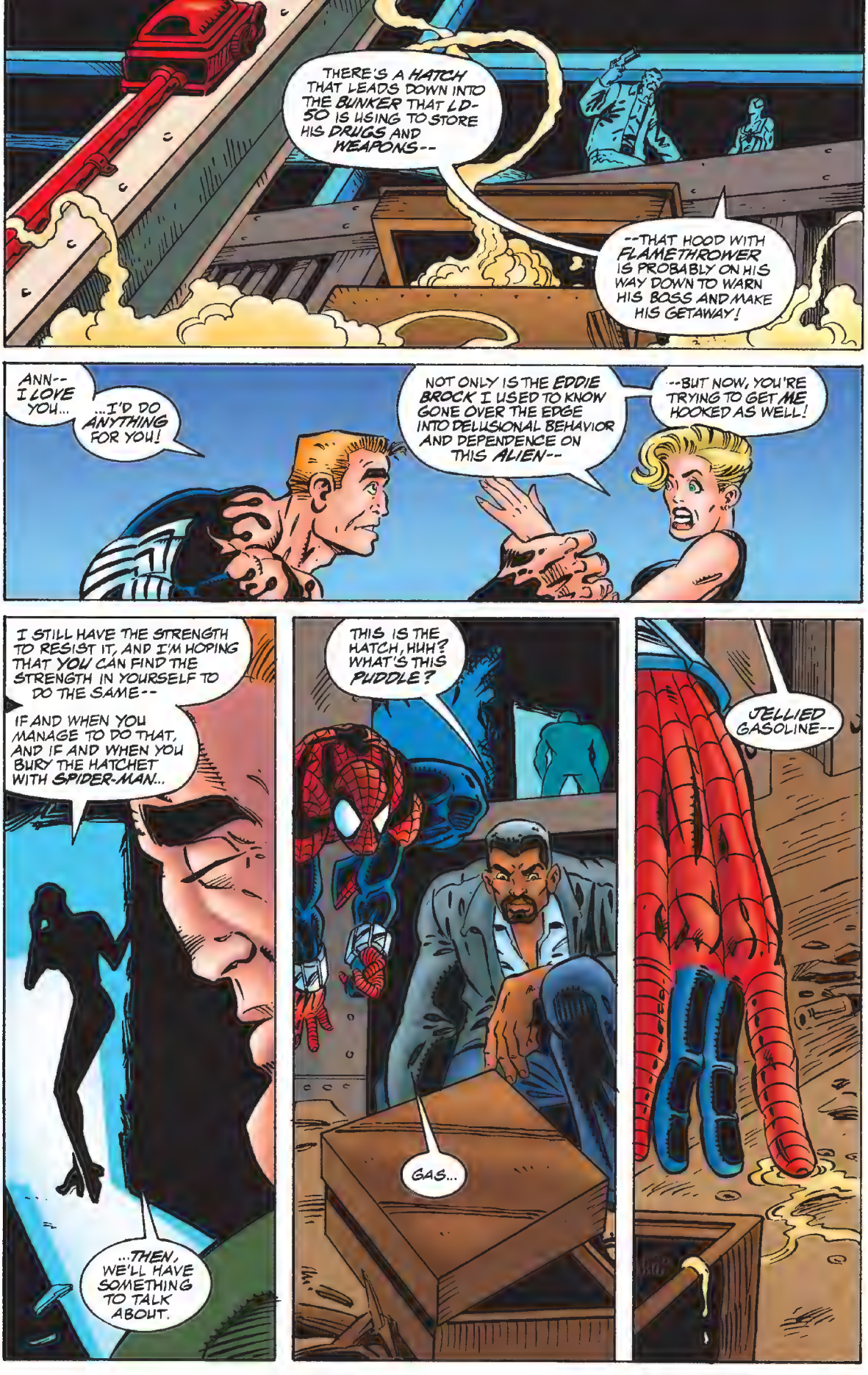

SLAMM
--TRICK?
LD-50 JUST MADE ROAD-KILL OUTTA THAT VENOM JERK!
IMBEDDED HIS FACE IN THE GRILL!
OH, NO!
OH, MAN--I HOPE THE TERRIFIC BEATING I'VE BEEN GIVING TO VENOM'S KNUCKLES WITH MY FACE IS WEARING HIM DOWN SOME--
--I'VE GOT A BAD FEELING THAT GETTING FLATTENED BY A MONSTER 4X4 ISN'T GOING TO SLOW HIM DOWN TOO MUCH!
DR. DAFAY? MY MOOD HAS BEEN UNEXPECTEDLY ELEVATED IN THE LAST FEW MOMENTS AND I CAN'T EXPRESS HOW--

--URK!! I'LL CALL YOU BACK LATER!!
THAT'S TOO OPTIMISTIC, SLIME-BAG--
THERE ISN'T GOING TO BE ANY LATER FOR YOU!
I'LL SCRAPE HIM OFF THE HOOD FOR YA, BOSS--
URRRGH!
--WITH A L.A.W.* ROCKET!!
FOOOOSH
THOOM
*LIGHT ANTI-TANK WEAPON

FINISH HIM!
I WANT HIM MOLECULARLY DISINCORPORATED!
TIME TO GET OURSELVES INTO A NEUTRAL CORNER, VENOM--
TZING
BWEE
VIP VIP VIP
UHHHH--
--SO WE CAN TAKE FIVE AND REGROUP!
DISCRETION IS THE BETTER PART OF VALOR, RIGHT?
DESIST! THE ARACHNO-HUMANOID PSYCHO-VIGILANTES HAVE BEEN PUT IN THEIR PLACE FOR NOW!
OUR TIME IS BETTER SPENT IN THE SPEEDY REMOVAL OF OUR MERCHANDISE FROM THESE ENDANGERED SPECIES!
WE'RE MOVIN' THE DRUGS AND GUNS TO ANOTHER SAFE HOUSE?
HOUSE of HORROR
PRECISELY!

WHAT DO I DO WITH THE HOSTAGE, BOSS?
IT WOULD SEEM THAT SHE IS, SHALL WE SAY, REDUNDANT?
WHAT WAS IT THAT HENRY II ASKED THOSE FOUR KNIGHTS TO DO TO THOMAS ABECKET? YOU THINK ABOUT IT AND DO WHAT YOU HAVE TO DO, THEN COME JOIN US DOWN IN THE BUNKER.
IT WAS, LIKE, A RHETORICAL QUESTION, BUT THEY TOOK IT TO MEAN THEY SHOULD WHACK THE DUDE!
LD-50 DON'T WAX TOO RHETORICAL, YOU DIG? LIKE, THE DUDE IS LITERAL TO A FAULT--
DROP THE BISCUIT, SKELL!!
KEE-RASH
I SAID DROP IT!!
BLAMM BLAMM
EEEYOW!

KA-THOOOM
HANG ON, ANN! WE'RE HERE TO SAVE YOU!!
THE SAVING PART IS TAKEN CARE OF, VENOM, ALTHOUGH THE TWO OF YOU CAN ASSIST IN THE MOPPING UP!
ANN!! DID THAT CREEP HURT YOU? ARE YOU--?
YOU STAY AWAY FROM ME!!
I DON'T WANT TO HAVE ANYTHING TO DO WITH YOU ANYMORE!
I DON'T WAN'T THAT ALIEN OTHER TO COME NEAR ME EVER AGAIN, EVEN IF IT'S TO SAVE MY LIFE!
HEY! WHERE DID THAT SKELL GO

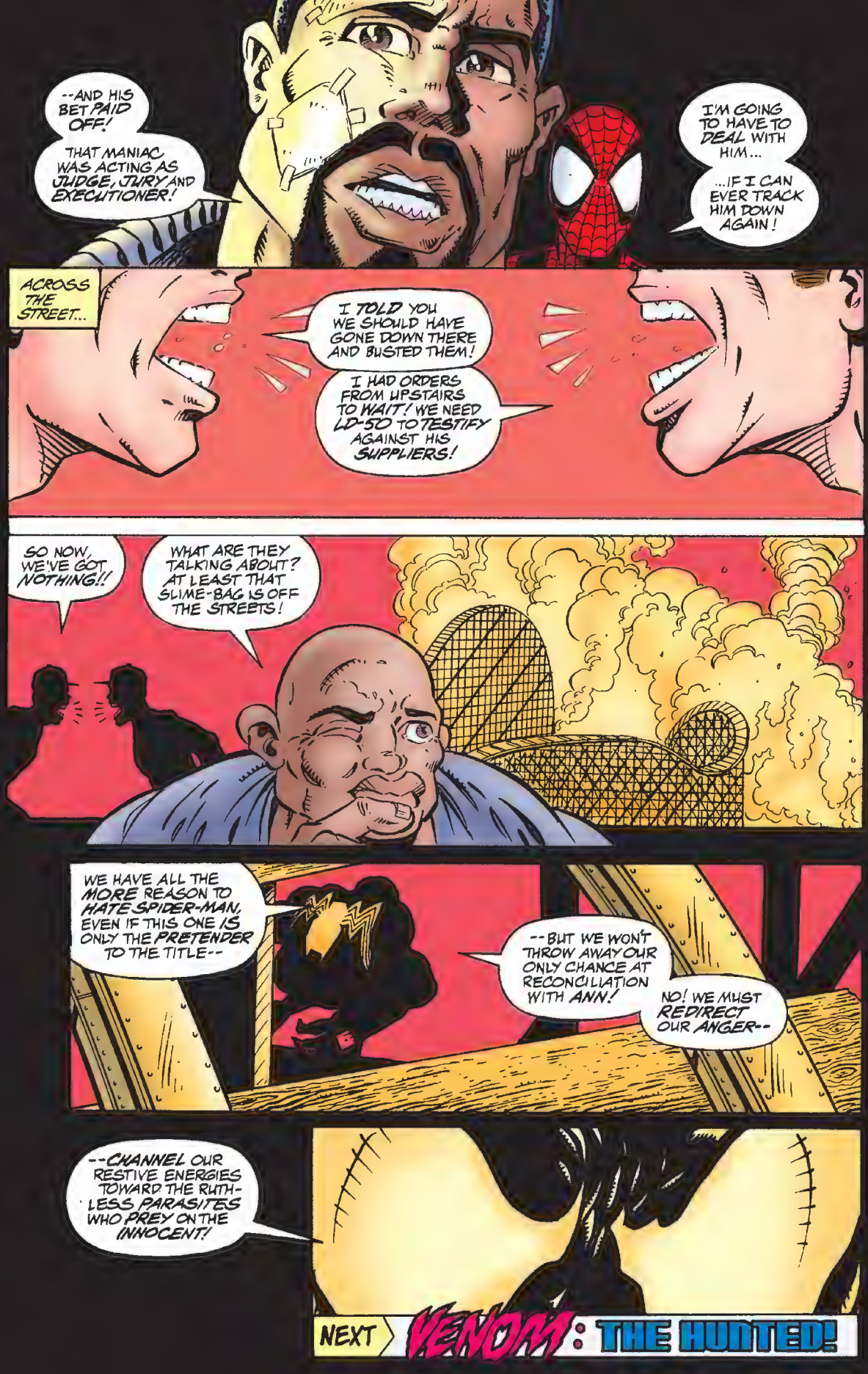

THERE'S A HATCH THAT LEADS DOWN INTO THE BUNKER THAT LD-50 IS USING TO STORE HIS DRUGS AND WEAPONS--
--THAT HOOD WITH FLAMETHROWER IS PROBABLY ON HIS WAY DOWN TO WARN HIS BOSS AND MAKE HIS GETAWAY!
ANN-- I LOVE YOU...
...I'D DO ANYTHING FOR YOU!
NOT ONLY IS THE EDDIE BROCK I USED TO KNOW GONE OVER THE EDGE INTO DELUSIONAL BEHAVIOR AND DEPENDENCE ON THIS ALIEN--
--BUT NOW, YOU'RE TRYING TO GET ME HOOKED AS WELL!
I STILL HAVE THE STRENGTH TO RESIST IT, AND I'M HOPING THAT YOU CAN FIND THE STRENGTH IN YOURSELF TO DO THE SAME--
IF AND WHEN YOU MANAGE TO DO THAT, AND IF AND WHEN YOU BURY THE HATCHET WITH SPIDER-MAN...
...THEN, WE'LL HAVE SOMETHING TO TALK ABOUT.
THIS IS THE HATCH, HUH? WHAT'S THIS PUDDLE?
GAS...
JELLIED GASOLINE--

ONE OF YOUR BULLETS MUST HAVE PUNCTURED THE FLAMETHROWER TANK!
I WANT THIS MERCHANDISE REMOVED POST HASTE!
AND EXERCISE A GOODLY AMOUNT OF CAUTION IN DEALING WITH THOSE BARRELS OF EPHEDRINE AND ETHER--
--THEY ARE AS VOLATILE AS THEY ARE EXPENSIVE!
YO, BOSS! THE PIG PLANT JOMO CUT HIMSELF LOOSE AND BLEW!
HERE COMES ROACH!
THE COPS ARE UP IN THE HAUNTED HOUSE LD-50!
THEY GONNA BE COMIN' DOWN THE TUNNEL ANY SECOND!
THEN WE SHALL HAVE TO RAIN ON THEIR PARADE, SHAN'T WE?

WHAT DOES LD-50 HAVE DOWN IN THAT BUNKER, JOMO?
A HALF TON OF DRUGS, A FEW HUNDRED CRATES OF HEAVY ARMAMENTS...
...AND A WHOLE MESS OF 55-GALLON DRUMS FULL OF EPHEDRINE AND ETHER!
THAT'S THE STUFF THEY USE TO PROCESS METH-AMPHETAMINE AND COCAINE.
GOOD GRIEF! THEY STORE THAT STUFF WITH EXPLOSIVES AND AMMO??
IF THERE REALLY IS A BIG STASH OF GUNS AND DOPE DOWN THERE, THEN WE HAD BETTER GO AND STOP THOSE BAD BOYS BEFORE THEY SPLIT WITH THE GOODS!
I AM WILLING TO IGNORE THE PRESENCE OF A KNOWN FELON AND A NOTORIOUS COSTUMED VIGILANTE IN THE BEST INTERESTS OF THE PUBLIC IF THEY WILL HELP APPREHEND THESE DIRT-BAGS...
YOU'VE GOT A DEAL, CLARK!
IT MIGHT BE BETTER TO SNEAK UP ON THEM IN THE DARK!
KA-SHUNK
IN THE BUNKER...
DAG! WHAT HAPPENED TO THE LIGHTS?
'TIS BETTER TO LIGHT A CANDLE THAN TO CURSE THE DARKNESS--

I GOT A MATCH, YOU GOT THE CANDLE BOSS?
HRK! IT WAS A METAPHOR, STUPID!!
FOOOMP
SOMEBODY STAMP HIM OUT BEFORE THE WHOLE CACHE IGNITES AND--
UH-OH!
BA-WHOOOMPH
HOO-HA!!
OH, MY STARS AND GARTERS!
ATF

LOOK OUT!! IT'S RAINING GUNS!!
YOW! I HAVEN'T RUN THAT FAST SINCE HIGH SCHOOL!
YOU WERE ON THE TRACK TEAM?
NAH. JUST UNPOPULAR.
WHERE'S VENOM? WASN'T HE RIGHT BEHIND US?
VENOM! HE PLAYED US FOR SUCKERS! HE SWITCHED OFF THE LIGHTS HOPING TO GET THEM TO LIGHT A MATCH--


--AND HIS BET PAID OFF!
THAT MANIAC WAS ACTING AS JUDGE, JURY AND EXECUTIONER!
I'M GOING TO HAVE TO DEAL WITH HIM...
...IF I CAN EVER TRACK HIM DOWN AGAIN!
ACROSS THE STREET...
I TOLD YOU WE SHOULD HAVE GONE DOWN THERE AND BUSTED THEM!
I HAD ORDERS FROM UPSTAIRS TO WAIT! WE NEED LD-50 TO TESTIFY AGAINST HIS SUPPLIERS!
SO NOW, WE'VE GOT NOTHING!!
WHAT ARE THEY TALKING ABOUT? AT LEAST THAT SLIME-BAG IS OFF THE STREETS!
WE HAVE ALL THE MORE REASON TO HATE SPIDER-MAN, EVEN IF THIS ONE IS ONLY THE PRETENDER TO THE TITLE--
--BUT WE WON'T THROW AWAY OUR ONLY CHANCE AT RECONCILIATION WITH ANN!
NO! WE MUST REDIRECT OUR ANGER--
--CHANNEL OUR RESTIVE ENERGIES TOWARD THE RUTHLESS PARASITES WHO PREY ON THE INNOCENT!
NEXT VENOM: THE HUNTED!

#1
FEB
THE SENSATIONAL
SPIDER-MAN
MARVEL
SPIDER-MAN GROUP
APPROVED BY THE COMICS CODE
MEDIA BLIZZARD
PART 1 OF 3

His given name is **Peter Parker**. While in high school he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and, as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

Stan Lee presents:

**THE SENSATIONAL SPIDER-MAN!**

# of Mists and Mirrors

## MEDIA BLIZZARD.

PART 1 OF 3

SPIDER-MAN!

Ah, THE EVER-FRIENDLY *DAILY BUGLE!*

WONDER WHAT DEPTHS OF YELLOW JOURNALISM *JOLLY J. JONAH JAMESON* IS PLUMBING TODAY?

MAYBE HE'S TIRED OF BASHING SUPER HEROES AND HAS DECIDED TO NAIL PEOPLE WHO ***REALLY*** TICK HIM OFF?

LIKE *MOTHER TERESA!*

DAILY BUGLE
BUDGET CUTS

*CHECK IT OUT!* BLIZZARD OF THE CENTURY MOVING TOWARD NEW YORK!

STORM OF THE CENTURY
WORST EVER

WHAT'S THIS?

If you missed the first three days of New York's mysterious new network, then tune in tonight and find out what everyone's talking about!

MYSTERY VISION!

Call your cable service NOW!

SOUNDS INTERESTING! TOO BAD I'M SO BROKE --

-- THAT I DON'T HAVE A TV!

Ah, WELL, I'D BETTER GET BACK TO WORK! JUST WANTED TO GET OUT DURING MY BREAK --
-- TO CLEAR MY HEAD, GET A WORK-OUT --
-- AND SEE IF THERE WAS ANY SIGN OF THE STOLEN D.I.T. CHIP!
1st CONTINENTAL BANK
THE CHIP IS SOME REVOLUTIONARY TECHNOLOGY THAT WAS RIPPED OFF BY THAT ARMADA GUY A COUPLE OF WEEKS AGO.*
IT'D BE NICE IF I COULD LOCATE IT AND RETURN IT TO PROFESSOR RAMIREZ FOR A TIDY LITTLE CHRISTMAS PRESENT!
* AS SHOWN IN SENSATIONAL SPIDER-MAN #0 - Bob.
I'LL HAVE TO WORRY ABOUT THAT LATER! RIGHT NOW, BEN REILLY HAS TO GET BACK ON THE JOB!
BESIDES, IT'S TOO COLD TO BE JUMPING AROUND IN THESE GLORIFIED UNDEROOS!
The Daily Grind

MINUTES LATER...
ONE TALL LATTÉ COMIN' RIGHT UP!
AND THIS TIME --
-- I PROMISE PERFECTION, SHIRLEY!
YOU'LL HAVE TO EXCUSE MY NEWEST EMPLOYEE, JESSICA. BEN IS QUITE TALENTED --
-- BUT HE'S STILL LEARNING THE ROPES HERE!
IF HIS COFFEE SKILLS ARE AS GOOD AS HIS LOOKS I'M SURE HE'LL CATCH ON QUICKLY, SHIRLEY!
Y'KNOW, I DON'T THINK I'VE EVER SEEN IT SO QUIET IN HERE! I KNOW IT'S CHRISTMAS BREAK AND ALL --
-- BUT YOU'D THINK THERE'D BE SOME STUDENTS HANGING OUT!
IT'S THAT NEW NETWORK ON TV -- MYSTERY-VISION, I THINK THEY CALL IT!
EVEN MY SON IS ADDICTED! I CAN'T TEAR HIM AWAY!
ONE TALL LATTÉ, PERFECTLY STEAMED!
IF YOU'RE CLAIMING PERFECTION, YOU'RE SETTING YOURSELF UP FOR A FALL, MISTER!
I'M A REALLL STRONG CRITIC!

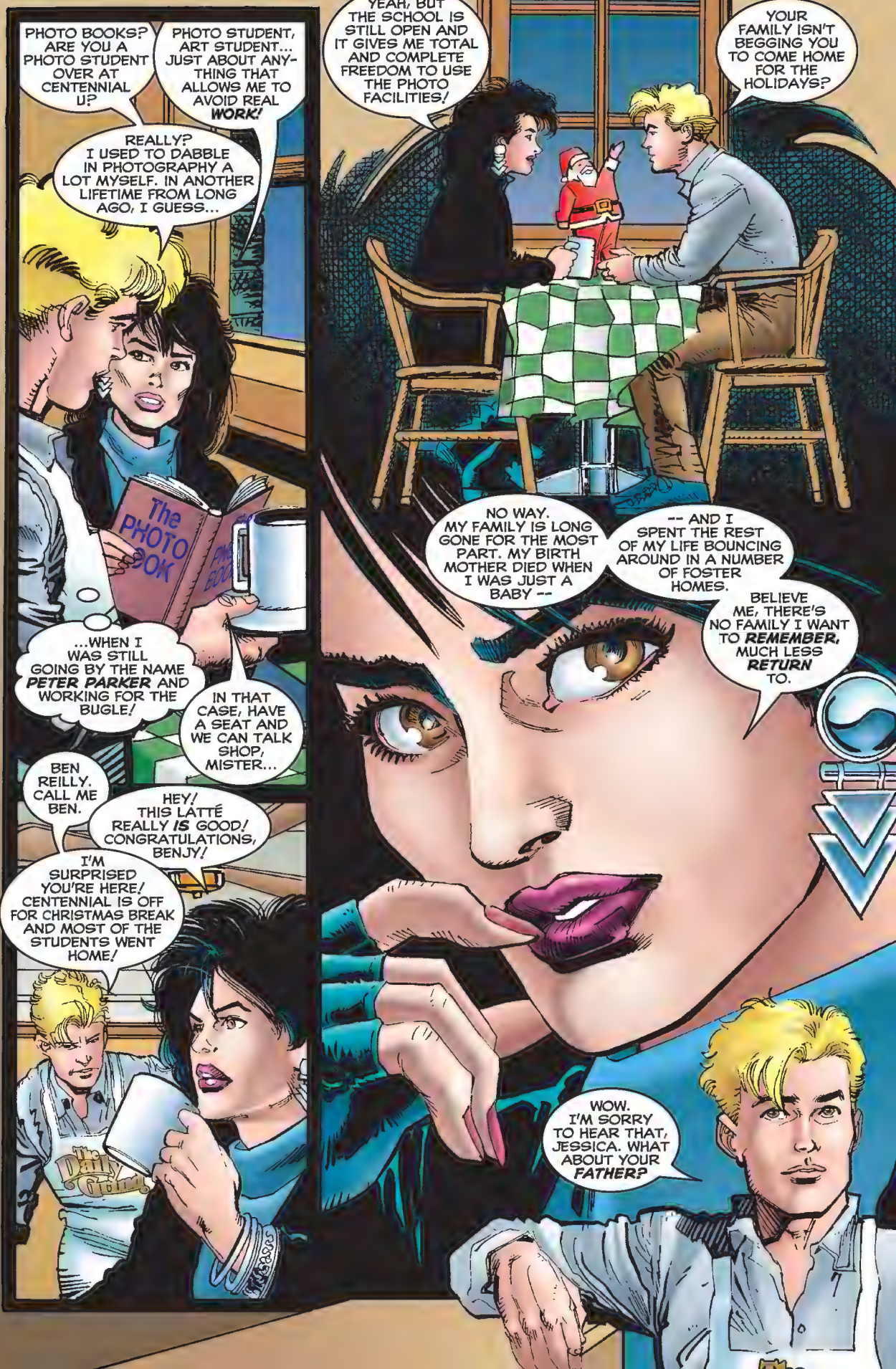
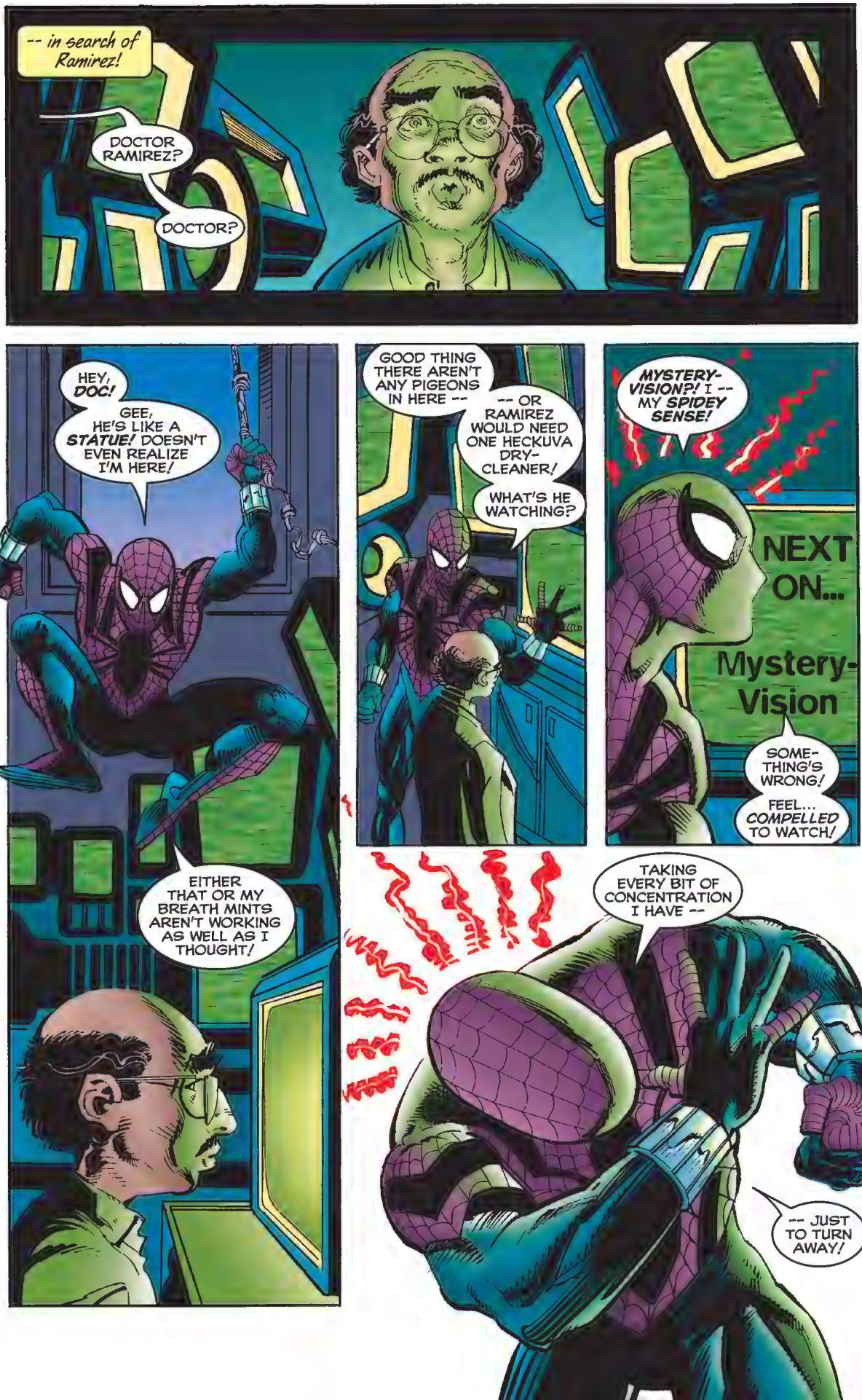


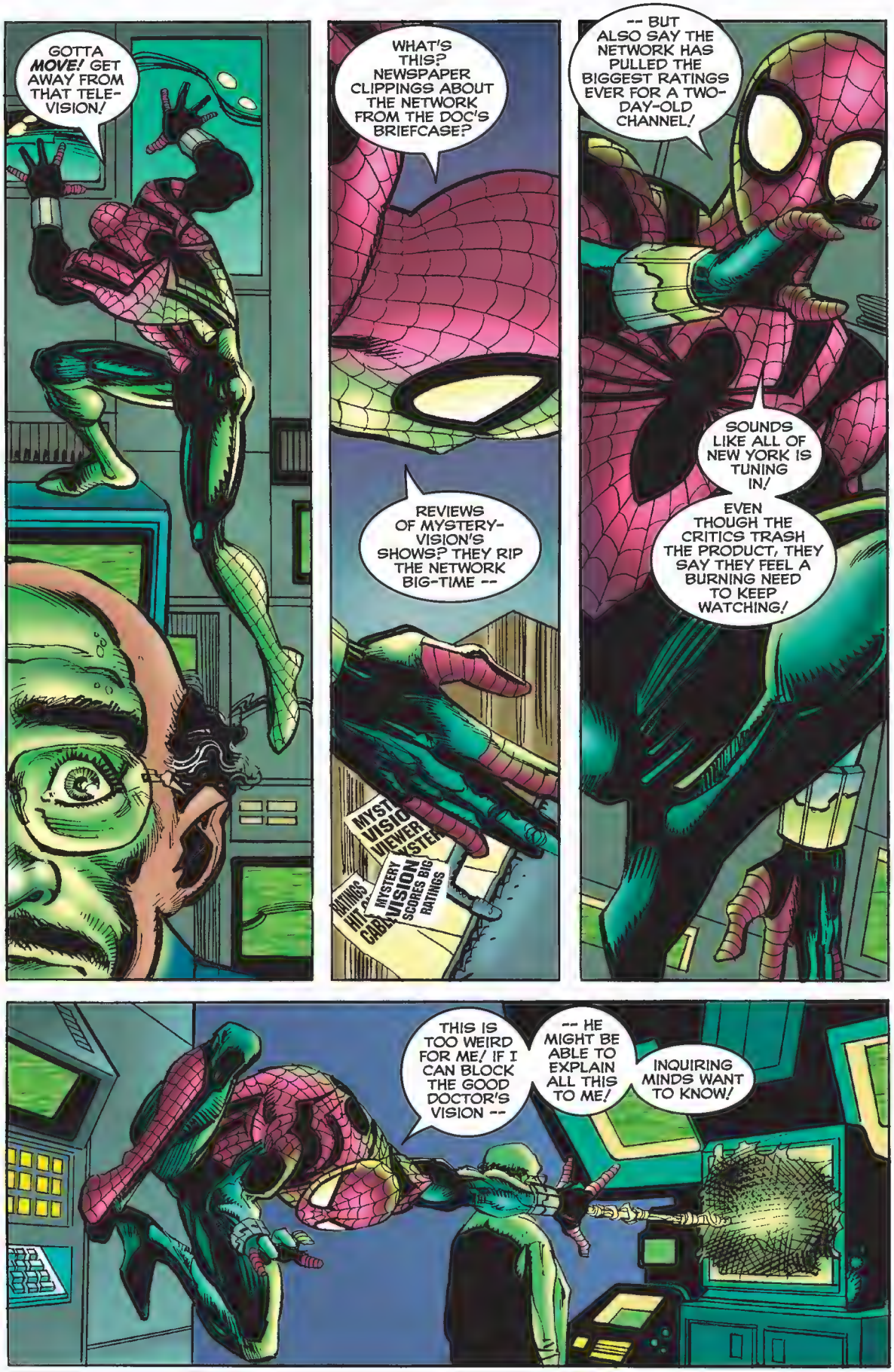
PHOTO BOOKS? ARE YOU A PHOTO STUDENT OVER AT CENTENNIAL U?
PHOTO STUDENT, ART STUDENT... JUST ABOUT ANY-THING THAT ALLOWS ME TO AVOID REAL WORK!
REALLY? I USED TO DABBLE IN PHOTOGRAPHY A LOT MYSELF. IN ANOTHER LIFETIME FROM LONG AGO, I GUESS...
The PHOTO BOOK
...WHEN I WAS STILL GOING BY THE NAME PETER PARKER AND WORKING FOR THE BUGLE!
IN THAT CASE, HAVE A SEAT AND WE CAN TALK SHOP, MISTER...
BEN REILLY. CALL ME BEN.
HEY! THIS LATTÉ REALLY IS GOOD! CONGRATULATIONS, BENJY!
I'M SURPRISED YOU'RE HERE! CENTENNIAL IS OFF FOR CHRISTMAS BREAK AND MOST OF THE STUDENTS WENT HOME!
Daily Globe
YEAH, BUT THE SCHOOL IS STILL OPEN AND IT GIVES ME TOTAL AND COMPLETE FREEDOM TO USE THE PHOTO FACILITIES!
YOUR FAMILY ISN'T BEGGING YOU TO COME HOME FOR THE HOLIDAYS?
NO WAY. MY FAMILY IS LONG GONE FOR THE MOST PART. MY BIRTH MOTHER DIED WHEN I WAS JUST A BABY --
-- AND I SPENT THE REST OF MY LIFE BOUNCING AROUND IN A NUMBER OF FOSTER HOMES.
BELIEVE ME, THERE'S NO FAMILY I WANT TO REMEMBER, MUCH LESS RETURN TO.
WOW. I'M SORRY TO HEAR THAT, JESSICA. WHAT ABOUT YOUR FATHER?

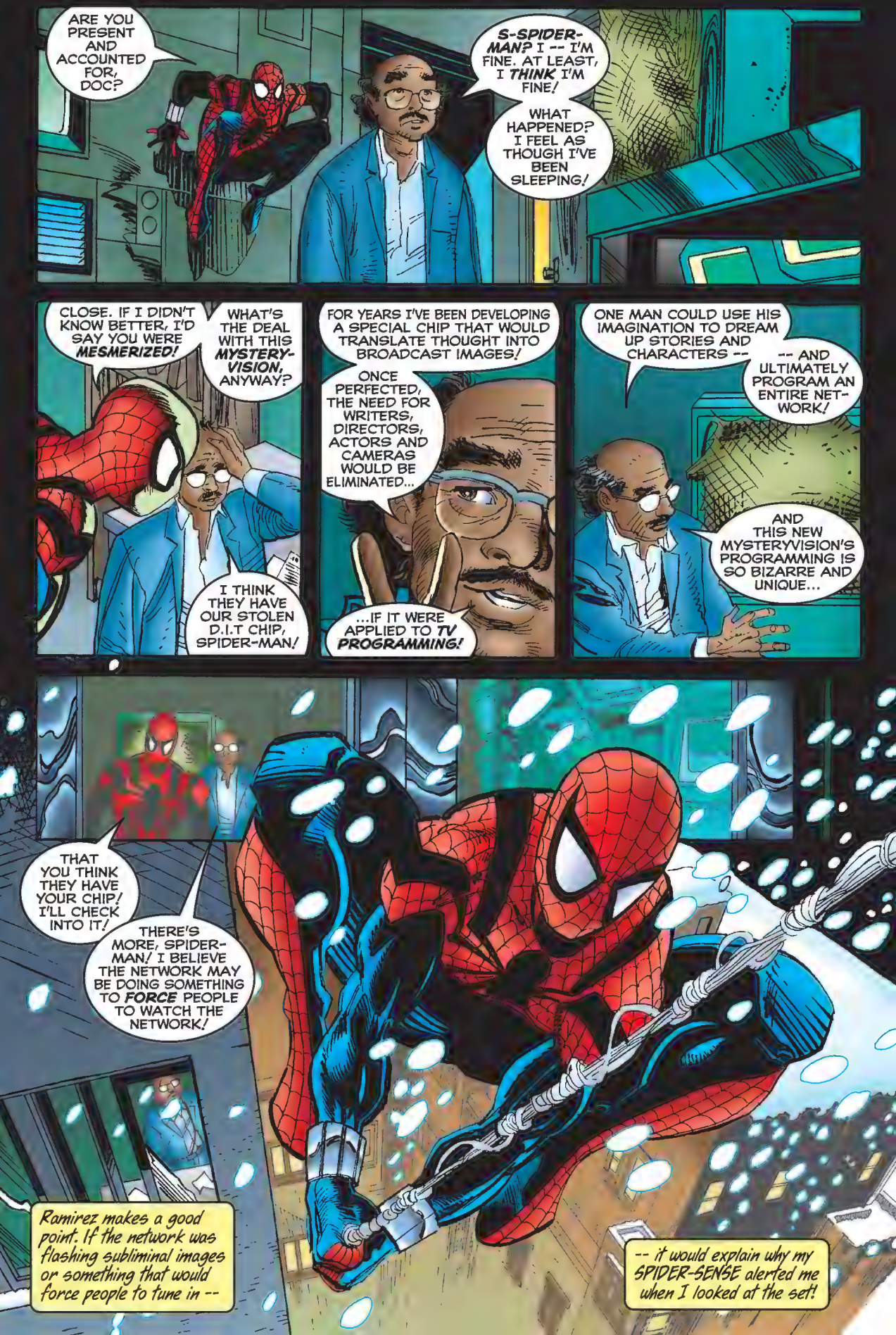
OH, MY FATHER WAS ONE OF THE GREATEST GUYS YOU COULD EVER HOPE TO MEET!
HE WAS TOTALLY DEVOTED TO ME, BUT HE WAS UP AGAINST A LOT IN LIFE.
HE COULDN'T TAKE CARE OF ME, AND HE DIED WHEN I WAS IN MY TEENS.
AH, BUT THAT'S ENOUGH ABOUT MY SAD AND TRAGIC LIFE! WHAT'S YOUR STORY, BENJAMIN REILLY?
TELL ME ABOUT YOUR PHOTO BACK-GROUND!
LIKE I SAID, I DABBLED WITH IT IN HIGH SCHOOL AND COLLEGE. A LOOONG TIME AGO!
LOOK, I WAS JUST HEADING OVER TO THE "U" TO DEVELOP SOME FILM! CARE TO COME AND SEE MY WORK?
I'D LOVE TO, BUT I'M SUPPOSED TO LOG A COUPLE MORE HOURS HERE!
OH, GIVE YOURSELF A BREAK, BEN! IT'S SO QUIET IN HERE, I CAN SPARE YOU FOR THE EVENING!
OKAY, LET'S SEE WHAT YOU GOT!
SOUNDS LIKE THAT NEW NETWORK IS REALLY KEEPING PEOPLE AT HOME! MAYBE I'LL HAVE TO SCRAPE UP THE BUCKS TO BUY A TELEVISION SET!
The Daily Grind
SAME HERE! I HAVEN'T SEEN IT YET!
OH, WOW! IT'S SNOWING!
THIS MUST BE THE START OF THAT BIG STORM THAT'S MOVING IN!

It only takes us a couple of minutes to walk over to Centennial University, but that's all it takes for me to realize --
-- that Jessica is a very... intriguing woman.
THIS IS THE STUDENT WORK AREA. MY LITTLE CUBICLE IS RIGHT OVER HERE!
SEE MY WORK ON THE WALL?
It hits me like a punch from the Rhino! I've seen Jessica before!
The first time I ever went out in my new suit --*
* SEE SENSATIONAL SPIDER-MAN #0 - Bob.
-- she was taking pictures of me as --
-- SPIDER-MAN?!
YEAH, I'VE ALWAYS BEEN STRANGELY... CAPTIVATED BY HIM. I WAS LUCKY ENOUGH TO GET THESE SHOTS OF HIM IN HIS NEW THREADS!
I DON'T KNOW WHAT I'LL DO WITH THESE FOR SURE, BUT MY FRIENDS THINK I SHOULD TRY SELLING THEM TO THE MEDIA!
THE DAILY BUGLE HAS ALWAYS SEEMED REAL INTERESTED IN SPIDER-MAN'S MOVES!
YEAH, I CAN'T ARGUE WITH THAT!
GIVE IT A TRY! I'VE HEARD THE BUGLE HAS A FUN BUNCH OF PEOPLE!

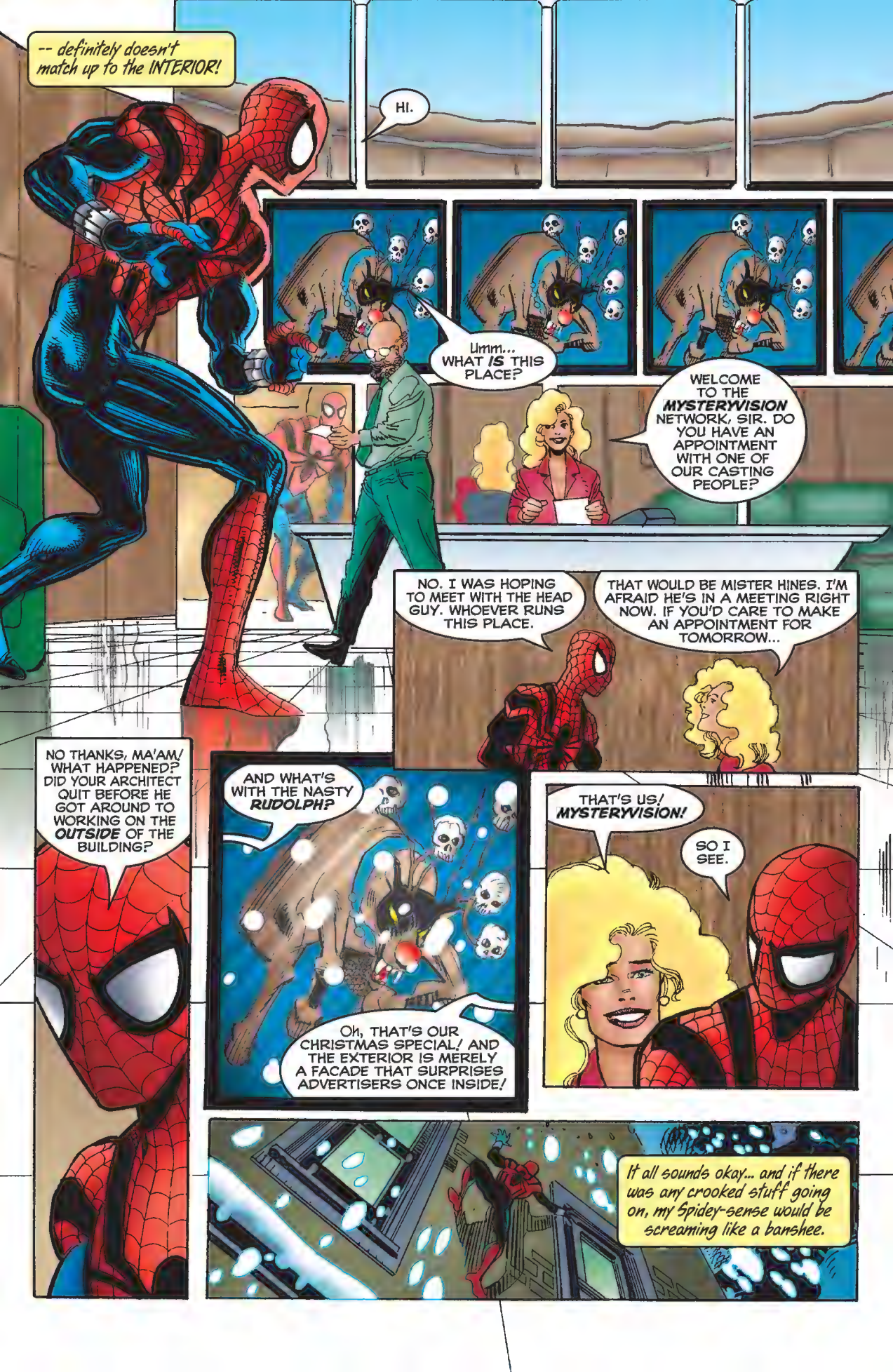
COME ON! YOU CAN HELP ME DEVELOP MY FILM!
Um... SURE!
Is this for REAL? It's been years, but Jessica has me feeling like a student again!
LOOK OUT!
HEY, WATCH WHERE YOU'RE --!
WOW, ARE YOU GUYS OKAY?
This guy looks familiar! I KNOW him!
GEE, I'M REALLY SORRY! LET ME HELP YOU UP!
I -- I WAS IN SUCH A HURRY TO GET TO THE SCHOOL'S VIDEO LABS THAT I WAS QUITE CARELESS!
Doctor Ramirez!? The guy who invented the D.I.T. chip?
YOU LOOK WORRIED! IS EVERYTHING ALL RIGHT, SIR?
I CANNOT TALK NOW! THERE IS AN EMERGENCY I MUST ATTEND TO!
That makes TWO of us!
LOOK, JESSICA, I FEEL KINDA CRUMMY DUCKING OUT OF WORK TONIGHT.
HEAD BACK TO THE COFFEE SHOP.
I UNDER-STAND.
ONLY IF YOU'LL GIVE ME A RAIN CHECK FOR DINNER SOME NIGHT!
She agrees and heads for the darkroom. I duck out --


-- in search of Ramirez!
DOCTOR RAMIREZ?
DOCTOR?
HEY, DOC!
GEE, HE'S LIKE A STATUE! DOESN'T EVEN REALIZE I'M HERE!
EITHER THAT OR MY BREATH MINTS AREN'T WORKING AS WELL AS I THOUGHT!
GOOD THING THERE AREN'T ANY PIGEONS IN HERE --
-- OR RAMIREZ WOULD NEED ONE HECKUVA DRY-CLEANER!
WHAT'S HE WATCHING?
MYSTERY-VISION?! I -- MY SPIDEY SENSE!
NEXT ON...
Mystery-Vision
SOME-THING'S WRONG!
FEEL... COMPELLED TO WATCH!
TAKING EVERY BIT OF CONCENTRATION I HAVE --
-- JUST TO TURN AWAY!

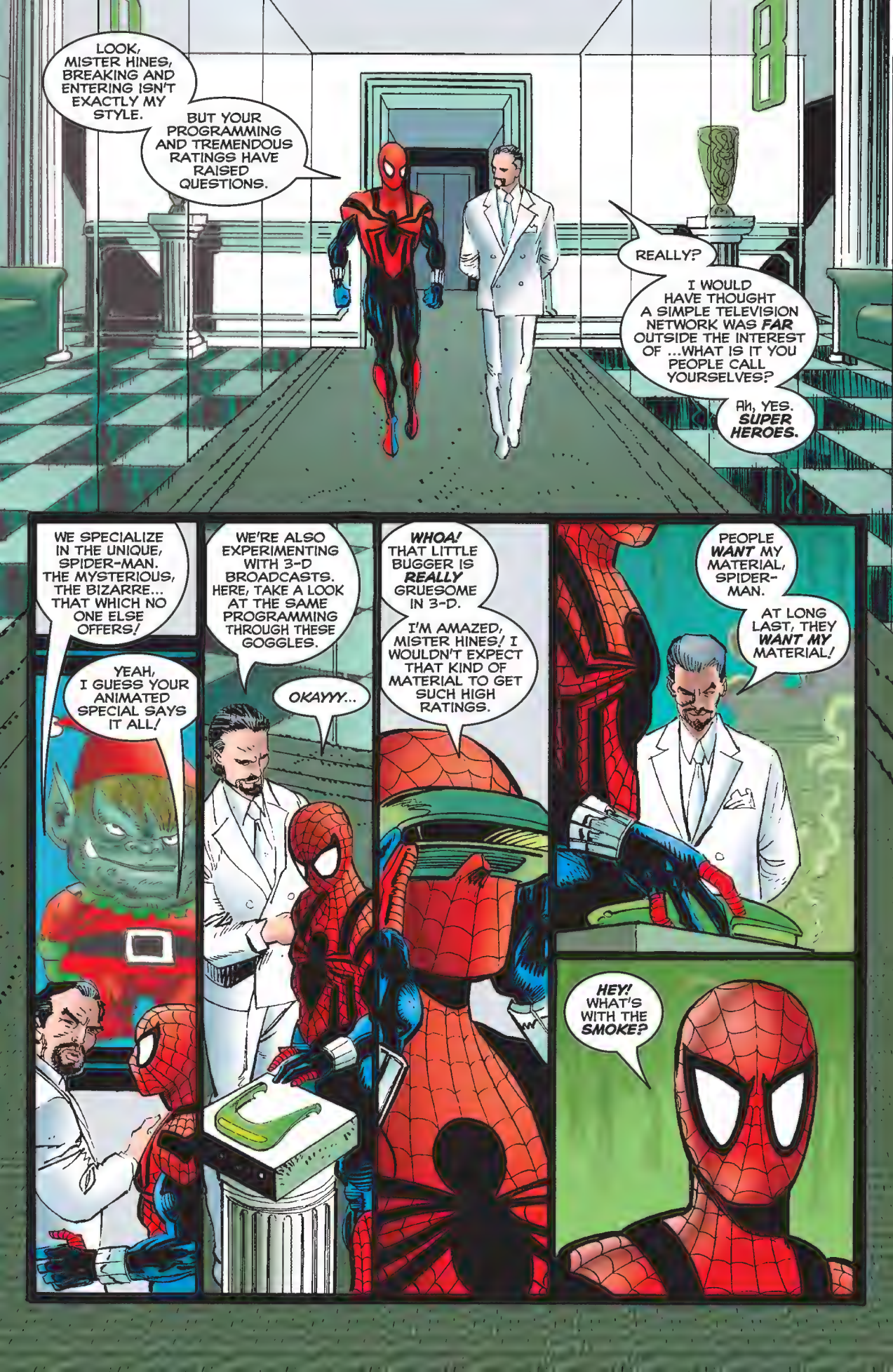

GOTTA MOVE! GET AWAY FROM THAT TELE-VISION!
WHAT'S THIS? NEWSPAPER CLIPPINGS ABOUT THE NETWORK FROM THE DOC'S BRIEFCASE?
REVIEWS OF MYSTERY-VISION'S SHOWS? THEY RIP THE NETWORK BIG-TIME --
MYSTERY VISION SCORES BIG RATINGS
-- BUT ALSO SAY THE NETWORK HAS PULLED THE BIGGEST RATINGS EVER FOR A TWO-DAY-OLD CHANNEL!
SOUNDS LIKE ALL OF NEW YORK IS TUNING IN!
EVEN THOUGH THE CRITICS TRASH THE PRODUCT, THEY SAY THEY FEEL A BURNING NEED TO KEEP WATCHING!
THIS IS TOO WEIRD FOR ME! IF I CAN BLOCK THE GOOD DOCTOR'S VISION --
-- HE MIGHT BE ABLE TO EXPLAIN ALL THIS TO ME!
INQUIRING MINDS WANT TO KNOW!


ARE YOU PRESENT AND ACCOUNTED FOR, DOC?
S-SPIDER-MAN? I -- I'M FINE. AT LEAST, I THINK I'M FINE!
WHAT HAPPENED? I FEEL AS THOUGH I'VE BEEN SLEEPING!
CLOSE. IF I DIDN'T KNOW BETTER, I'D SAY YOU WERE MESMERIZED!
WHAT'S THE DEAL WITH THIS MYSTERY-VISION, ANYWAY?
I THINK THEY HAVE OUR STOLEN D.I.T CHIP, SPIDER-MAN!
FOR YEARS I'VE BEEN DEVELOPING A SPECIAL CHIP THAT WOULD TRANSLATE THOUGHT INTO BROADCAST IMAGES!
ONCE PERFECTED, THE NEED FOR WRITERS, DIRECTORS, ACTORS AND CAMERAS WOULD BE ELIMINATED...
...IF IT WERE APPLIED TO TV PROGRAMMING!
ONE MAN COULD USE HIS IMAGINATION TO DREAM UP STORIES AND CHARACTERS --
-- AND ULTIMATELY PROGRAM AN ENTIRE NETWORK!
AND THIS NEW MYSTERYVISION'S PROGRAMMING IS SO BIZARRE AND UNIQUE...
THAT YOU THINK THEY HAVE YOUR CHIP! I'LL CHECK INTO IT!
THERE'S MORE, SPIDER-MAN! I BELIEVE THE NETWORK MAY BE DOING SOMETHING TO FORCE PEOPLE TO WATCH THE NETWORK!
Ramirez makes a good point. If the network was flashing subliminal images or something that would force people to tune in --
-- it would explain why my SPIDER-SENSE alerted me when I looked at the set!

A quick phone call to information leads me to the Mysteryvision offices.
Must be some kind of mistake!
This old theater is a DUMP!
It's CLOSED!
As long as I'm here, I might as well check it out --
-- and see if there's more here than rotting floors and rats!
Surprise, surprise!
Either my eyes are playing tricks on me, or the exterior of this place --


-- definitely doesn't match up to the INTERIOR!
HI.
Umm... WHAT IS THIS PLACE?
WELCOME TO THE MYSTERYVISION NETWORK, SIR. DO YOU HAVE AN APPOINTMENT WITH ONE OF OUR CASTING PEOPLE?
NO. I WAS HOPING TO MEET WITH THE HEAD GUY. WHOEVER RUNS THIS PLACE.
THAT WOULD BE MISTER HINES. I'M AFRAID HE'S IN A MEETING RIGHT NOW. IF YOU'D CARE TO MAKE AN APPOINTMENT FOR TOMORROW...
NO THANKS, MA'AM! WHAT HAPPENED? DID YOUR ARCHITECT QUIT BEFORE HE GOT AROUND TO WORKING ON THE OUTSIDE OF THE BUILDING?
AND WHAT'S WITH THE NASTY RUDOLPH?
Oh, THAT'S OUR CHRISTMAS SPECIAL! AND THE EXTERIOR IS MERELY A FACADE THAT SURPRISES ADVERTISERS ONCE INSIDE!
THAT'S US! MYSTERYVISION!
SO I SEE.
It all sounds okay... and if there was any crooked stuff going on, my Spidey-sense would be screaming like a banshee.

But I still can't shake the feeling that something mysterious is happening in Mysteryvision land --
-- so I decide to crawl around and investigate further.
As only a spider can!
Spidey-sense is still quiet.
Dark. No activity. The D.I.T. chip must be unconnected!
Better duck out before I'm --
-- caught?
CLIK
HELLO.
I'M RANDOLPH HINES, PRESIDENT OF MYSTERY-VISION.
I DON'T THINK IT'S NECESSARY FOR YOU TO INTRODUCE YOURSELF.
THE EVER AMAZING SPIDER-MAN, IDOL OF MILLIONS AND HECKUVA NICE GUY, AT YOUR SERVICE!
WOULD YOU PLEASE COME OFF THE CEILING?
IT CAN BE QUITE UNNERVING TO CONVERSE WITH SOMEONE WHO IS HANGING UPSIDE DOWN.


LOOK, MISTER HINES, BREAKING AND ENTERING ISN'T EXACTLY MY STYLE.
BUT YOUR PROGRAMMING AND TREMENDOUS RATINGS HAVE RAISED QUESTIONS.
REALLY?
I WOULD HAVE THOUGHT A SIMPLE TELEVISION NETWORK WAS FAR OUTSIDE THE INTEREST OF ...WHAT IS IT YOU PEOPLE CALL YOURSELVES?
AH, YES. SUPER HEROES.
WE SPECIALIZE IN THE UNIQUE, SPIDER-MAN. THE MYSTERIOUS, THE BIZARRE... THAT WHICH NO ONE ELSE OFFERS!
YEAH, I GUESS YOUR ANIMATED SPECIAL SAYS IT ALL!
WE'RE ALSO EXPERIMENTING WITH 3-D BROADCASTS. HERE, TAKE A LOOK AT THE SAME PROGRAMMING THROUGH THESE GOGGLES.
OKAYYY...
WHOA! THAT LITTLE BUGGER IS REALLY GRUESOME IN 3-D.
I'M AMAZED, MISTER HINES! I WOULDN'T EXPECT THAT KIND OF MATERIAL TO GET SUCH HIGH RATINGS.
PEOPLE WANT MY MATERIAL, SPIDER-MAN.
AT LONG LAST, THEY WANT MY MATERIAL!
HEY! WHAT'S WITH THE SMOKE?

WAIT! SOMETHING'S WRONG!
EVERY-THING'S CHANGING! SHIFTING!
IT'S GOTTA BE --
-- YOU!
BUT HOW?! MY SPIDER SENSE SHOULD HAVE WARNED ME YOU WERE BEHIND ALL THIS --
--MYSTERIO!
I ASSUME THAT'S YOU UNDER ALL THAT SMOKE.
INDEED IT IS, MY OLD FRIEND.
BUT WHY? WHAT DO YOU HAVE TO GAIN BY REVEALING YOURSELF?
-- I WAS QUITE CAPABLE OF JAMMING IT?
AND AS FOR YOUR PRECIOUS SPIDER SENSE, HAVE YOU FORGOTTEN THAT EVEN IN OUR VERY FIRST MEETING --
NOW IS NOT THE TIME TO CHAT. YOU HAVE MORE URGENT THINGS TO DEAL WITH.
LIKE RUDOLPH HERE.
THAT CARTOON --!
IT'S REAL?!

CAN'T BE...ISN'T POSSIBLE!
ISN'T IT? TAKE A LOOK.
HE'S BIGGER! GORING INNOCENT PEOPLE! EVEN YOU CAN'T FAKE AN ILLUSION LIKE THAT!
I'LL BE BACK!
I VERY MUCH DOUBT THAT.
Mysterio is one of my oldest foes!
He used to be a frustrated showman who ended up working as a low-grade special effects wizard!
But he was always frustrated because people never took him seriously...never really appreciated his accomplishments!*
How did he pull all this together?
He must have Ramirez's chip, after all!
* AS SHOWN IN THE CLASSIC AMAZING SPIDER-MAN #13 – Bob.

The wind and snow do their best to blow me off the building.
Like they need any help.
28
The sight of a maniacal Santa Claus --
-- and a gang of devilish helpers singing back-up --
-- are enough to do the job!

ILLUSION --
-- AND REALITY.
COMBINED, THEY CREATE MY GREATEST SHOW EVER!
I OWE IT ALL TO THREE THINGS.
MY OWN, BRILLIANT GENIUS -- RAMIREZ'S D.I.T. CHIP, WHICH I USED THAT GENIUS TO IMPROVE --
-- AND THESE. WHEN SPIDER-MAN PUT ON THOSE 3-D GOGGLES --
-- HE UNKNOWINGLY PLACED ADHESIVE, FILM-LIKE IMAGE RECEIVERS OVER HIS EYES AS WELL!
HE "SEES" MY ILLUSIONS AND BELIEVES THEM TO BE REAL!
IN RETURN, I GET THE GREATEST LIVE PROGRAMMING EVER!

"THE SPIDER-MAN HOLIDAY SPECIAL! FUN AND FROLICS IN MANHATTAN!"
I don't know how Mysterio built those robots, or puppets, or whatever they are, but they're trashing the city!
CLIKKT
Since I don't see the Avengers charging in to stop them --
-- that leaves ME!
If only I hadn't left my Spidey snow boots at home!
CLIKKT
NO!
My web-shooters are JAMMED!
Not jammed -- FROZEN!
28
Must be a defect in the new formula I mixed! *
* AS SHOWN IN SENSATIONAL SPIDER-MAN #0 – Bob.
This isn't good.

Not good at all!
CLIKKT
CLIKKT

SPIDER-MAN EQUALS VIEWERS.
VIEWERS EQUAL RATINGS.
RATINGS EQUAL ADVERTISING DOLLARS.
GROOVY.

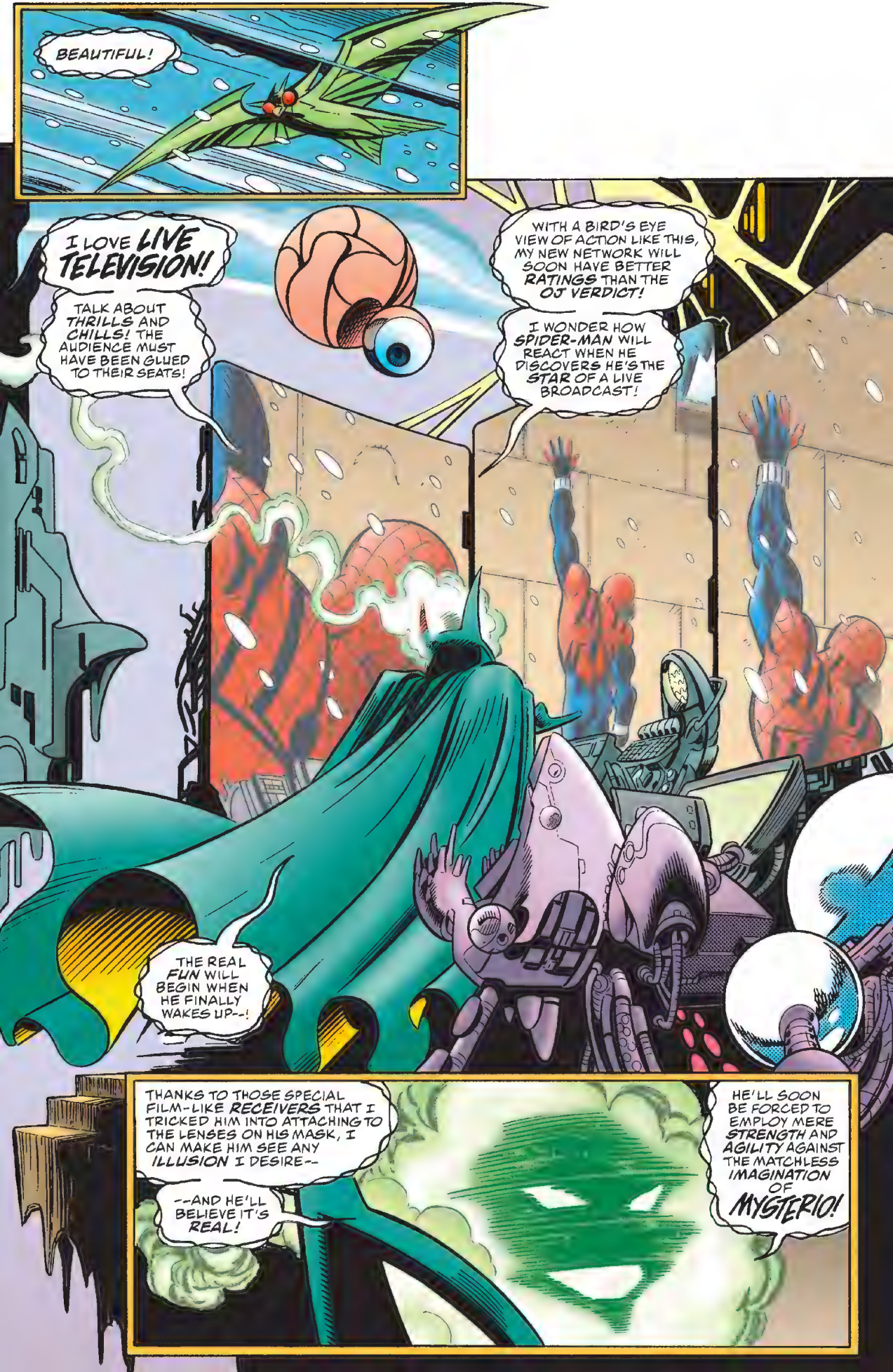
APPROVED BY THE COMICS CODE AUTHORITY

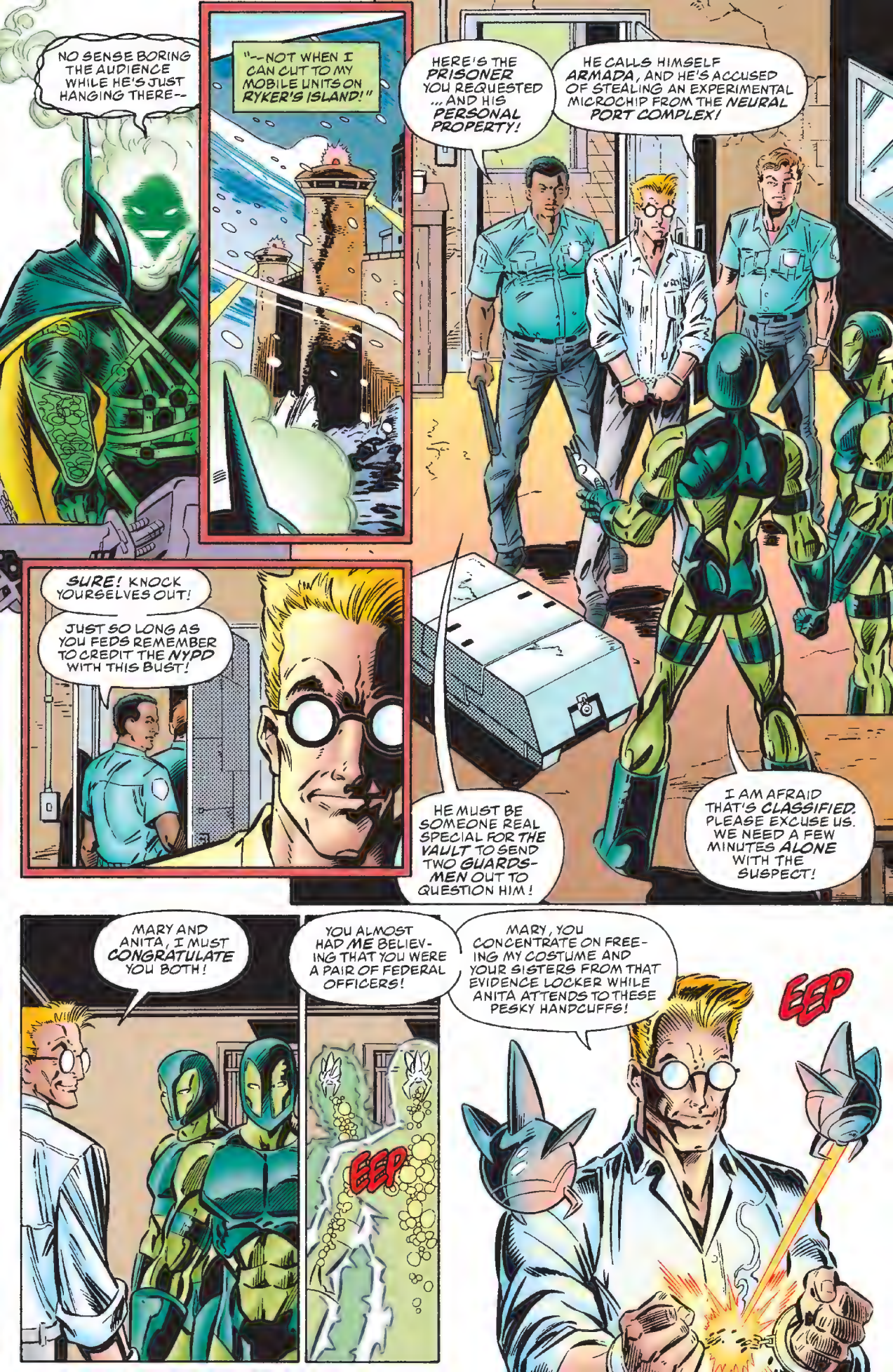
# THE AMAZING SPIDER-MAN®

## MEDIA BLIZZARD, PART 2 OF 3

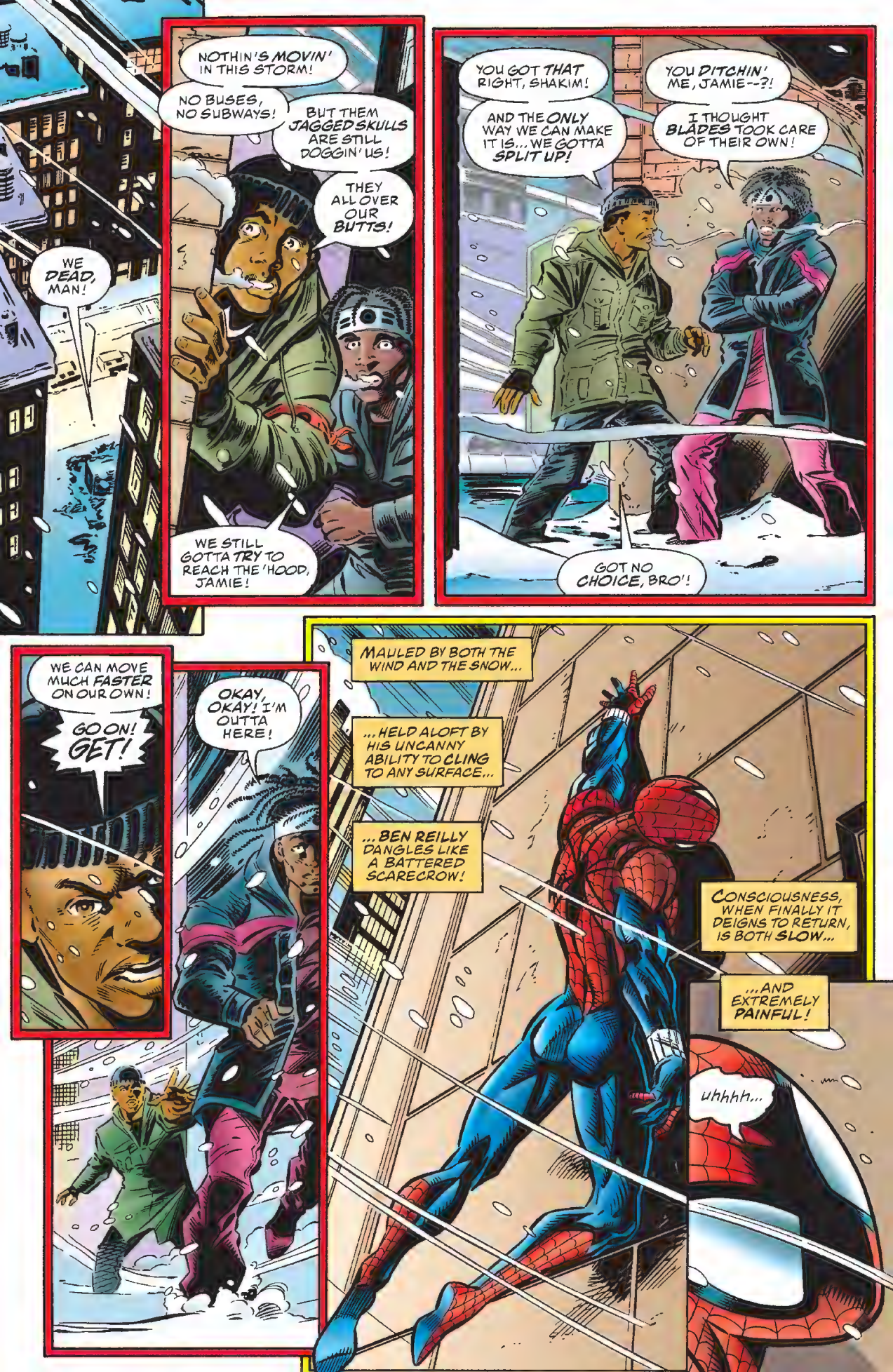
HIS GIVEN NAME IS PETER PARKER. WHILE IN HIGH SCHOOL HE WAS BITTEN BY A RADIOACTIVE SPIDER AND ENDOWED WITH AMAZING POWERS, WHICH HE HAS SINCE USED TO PROTECT THE INNOCENT AND BATTLE EVIL. NOW HE CALLS HIMSELF DEN REILLY, AND, AS A COSTUMED CRIMEFIGHTER, HE CONTINUES HIS CRUSADE... FOR HE UNDERSTANDS THAT WITH GREAT POWER COMES GREAT RESPONSIBILITY!
STAN LEE PRESENTS: THE AMAZING SPIDER-MAN!
IMPOSSIBLE, BE MY DREAM!
TOM DeFALCO
writer
MARK BAGLEY
penciler
LARRY MAHLSTEDT
inker
BILL OAKLEY
letterer
BOB SHAREN
colorist
MALIBU
color seps
BOB BUDIANSKY
editor
LEARNING THAT MYSTERIO IS BEHIND A NEW TELEVISION NETWORK THAT SEEMS TO ADDICT ITS VIEWERS, SPIDER-MAN CONFRONTS HIS OLD FOE, ONLY TO FALL PREY TO THE HORRIFIC ILLUSIONS HE HAS UNLEASHED...*
WHOA-BABY! EITHER MY WEB-SHOOTERS ARE JAMMED BECAUSE OF A DEFECT IN THAT NEW BATCH OF WEBBING I MIXED--
--OR THEY'VE BEEN FROZEN BY THIS SUDDEN SNOW STORM!
EITHER WAY, I'M SPEEDING TOWARD AN EXTREMELY PERSONAL ENCOUNTER WITH THE GROUND!
CLIKKT CLIKKT
CLIKKT CLIKKT
*SEE SENSATIONAL SPIDER-MAN #1--BOB.

MY ONLY HOPE IS TO USE MY STICKING ABILITY--
--TO SLOW MY DOWNWARD MOMENTUM--
--AS I RICOCHET FROM BUILDING TO BUILDING!
BUT I'D RATHER BE BLACK AND BLUE--
--THAN RED AND PULPY!
THIS IS IT! NO TIME TO COMPLETE ANOTHER SOMER-SAULT!
:ughn!: EACH BRIEF CONTACT COSTS ANOTHER LAYER OF SKIN, OR WORSE!
I'VE GOT TO SQUASH MY HAND INTO THE SIDE OF THIS BUILDING, AND HANG ON FOR DEAR--
AEEGGH!
SPWAKK!
...

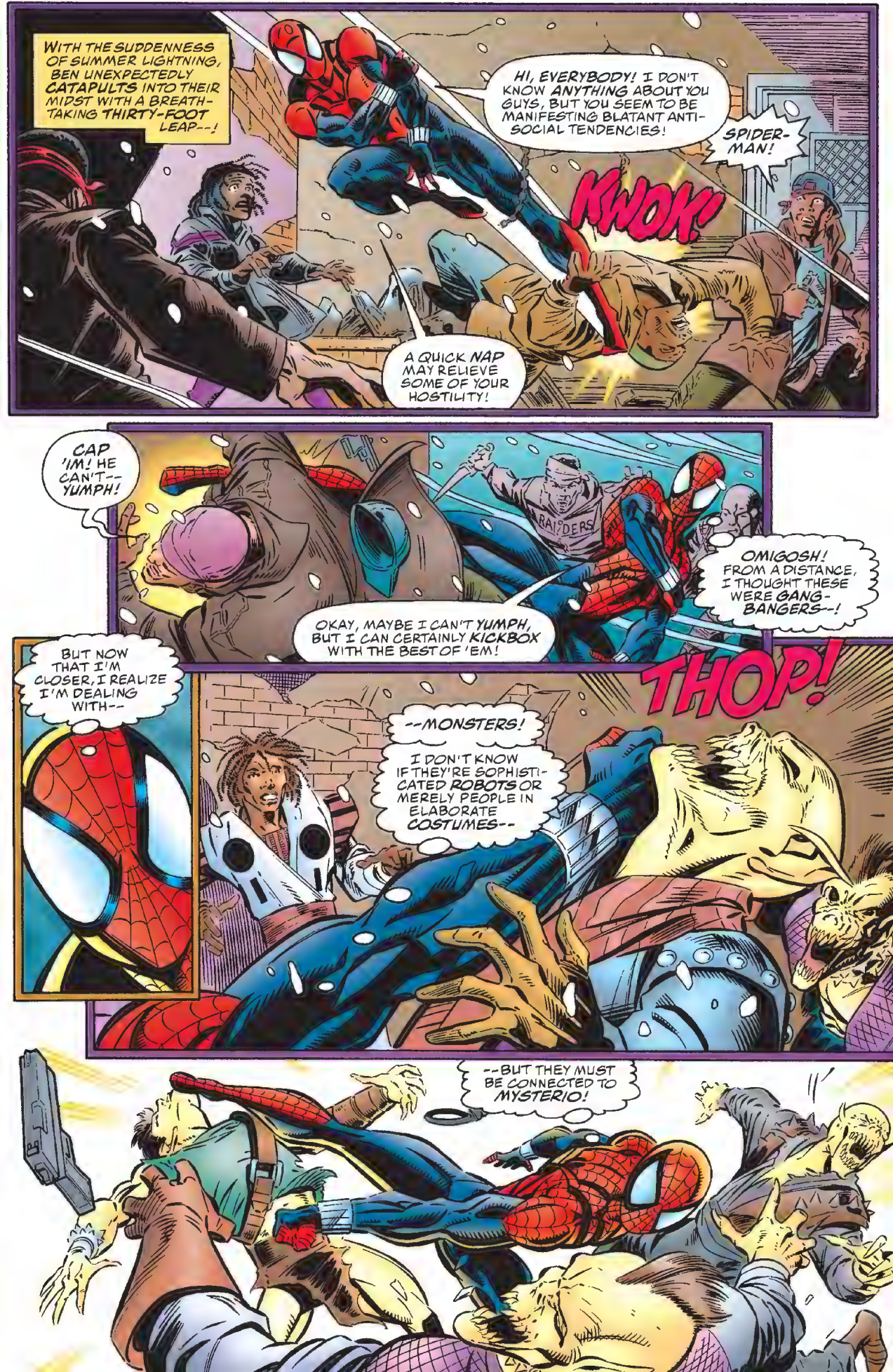

BEAUTIFUL!
I LOVE LIVE TELEVISION!
TALK ABOUT THRILLS AND CHILLS! THE AUDIENCE MUST HAVE BEEN GLUED TO THEIR SEATS!
WITH A BIRD'S EYE VIEW OF ACTION LIKE THIS, MY NEW NETWORK WILL SOON HAVE BETTER RATINGS THAN THE OJ VERDICT!
I WONDER HOW SPIDER-MAN WILL REACT WHEN HE DISCOVERS HE'S THE STAR OF A LIVE BROADCAST!
THE REAL FUN WILL BEGIN WHEN HE FINALLY WAKES UP--!
THANKS TO THOSE SPECIAL FILM-LIKE RECEIVERS THAT I TRICKED HIM INTO ATTACHING TO THE LENSES ON HIS MASK, I CAN MAKE HIM SEE ANY ILLUSION I DESIRE--
--AND HE'LL BELIEVE IT'S REAL!
HE'LL SOON BE FORCED TO EMPLOY MERE STRENGTH AND AGILITY AGAINST THE MATCHLESS IMAGINATION OF MYSTERIO!


NO SENSE BORING THE AUDIENCE WHILE HE'S JUST HANGING THERE--
"--NOT WHEN I CAN CUT TO MY MOBILE UNITS ON RYKER'S ISLAND!"
HERE'S THE PRISONER YOU REQUESTED ... AND HIS PERSONAL PROPERTY!
HE CALLS HIMSELF ARMADA, AND HE'S ACCUSED OF STEALING AN EXPERIMENTAL MICROCHIP FROM THE NEURAL PORT COMPLEX!
SURE! KNOCK YOURSELVES OUT!
JUST SO LONG AS YOU FEDS REMEMBER TO CREDIT THE NYPD WITH THIS BUST!
HE MUST BE SOMEONE REAL SPECIAL FOR THE VAULT TO SEND TWO GUARDSMEN OUT TO QUESTION HIM!
I AM AFRAID THAT'S CLASSIFIED. PLEASE EXCUSE US. WE NEED A FEW MINUTES ALONE WITH THE SUSPECT!
MARY AND ANITA, I MUST CONGRATULATE YOU BOTH!
YOU ALMOST HAD ME BELIEVING THAT YOU WERE A PAIR OF FEDERAL OFFICERS!
EEP
MARY, YOU CONCENTRATE ON FREEING MY COSTUME AND YOUR SISTERS FROM THAT EVIDENCE LOCKER WHILE ANITA ATTENDS TO THESE PESKY HANDCUFFS!
EEP

HEY! THERE'S SOMETHING REAL FUNNY ABOUT THIS PAPER-WORK--!
YEAH! IT'S PROBABLY WRITTEN IN FEDERAL-ESE!
LOOK! IT'S FADING AWAY...!
WE'VE BEEN CONNED!
PWA-THWAMM!
RIGHT YOU ARE, GENTLEMEN!
I WOULD TRULY LOVE TO STICK AROUND, AND ADD TO YOUR COLLECTIVE INJURIES--
--BUT MY LOVELY LADIES AND I HAVE A PREVIOUS EN-GAGEMENT!
BEFORE THIS NIGHT IS THROUGH, SPIDER-MAN WILL BECOME A WHIMPER-ING HUSK--
--AS HE FALLS BEFORE THE AWESOME POWER OF ARMADA!


WE DEAD, MAN!
NOTHIN'S MOVIN' IN THIS STORM!
NO BUSES, NO SUBWAYS!
BUT THEM JAGGED SKULLS ARE STILL DOGGIN' US!
THEY ALL OVER OUR BUTTS!
WE STILL GOTTA TRY TO REACH THE 'HOOD, JAMIE!
YOU GOT THAT RIGHT, SHAKIM!
AND THE ONLY WAY WE CAN MAKE IT IS... WE GOTTA SPLIT UP!
YOU DITCHIN' ME, JAMIE--?!
I THOUGHT BLADES TOOK CARE OF THEIR OWN!
GOT NO CHOICE, BRO'!
WE CAN MOVE MUCH FASTER ON OUR OWN!
GO ON! GET!
OKAY, OKAY! I'M OUTTA HERE!
MAULED BY BOTH THE WIND AND THE SNOW...
...HELD ALOFT BY HIS UNCANNY ABILITY TO CLING TO ANY SURFACE...
...BEN REILLY DANGLES LIKE A BATTERED SCARECROW!
CONSCIOUSNESS, WHEN FINALLY IT DEIGNS TO RETURN, IS BOTH SLOW...
...AND EXTREMELY PAINFUL!
uhhhh...

SUBJECTIVELY, IT TAKES HIM A FULL YEAR OF UNTOLD AGONY BEFORE HE DARES MOVE...
ALMOST A CENTURY PASSES BEFORE HE ACHIEVES A SITTING POSITION AND GENTLY DETACHES HIS INJURED LIMB...
BUT MY LEFT ARM IS PRACTICALLY USELESS, AND--
YO! YO! YO!
WE GONNA BREAK US A BLADE!
WHERE'S YOUR HOMIE, MAN?
WE BE TRASHIN' YOU BOTH!
ugghn! SHOULDER'S IN SAD SHAPE!
DOESN'T FEEL DISLOCATED...
YOU BLADES SHOULDA KNOWN BETTER'N TO CREEP JAGGED SKULLS' TURF!
GOTTA TEACH YA A LESSON IN RESPECT, MAN!
THOUGH YOU AIN'T GONNA BENEFIT FROM IT!
NAH! WE BEAT YOU SLOW AN' NASTY! SO YOUR HOMEBOYS GET THE MESSAGE--!
YOU'RE HEADED FOR THE SLAB, MAN!

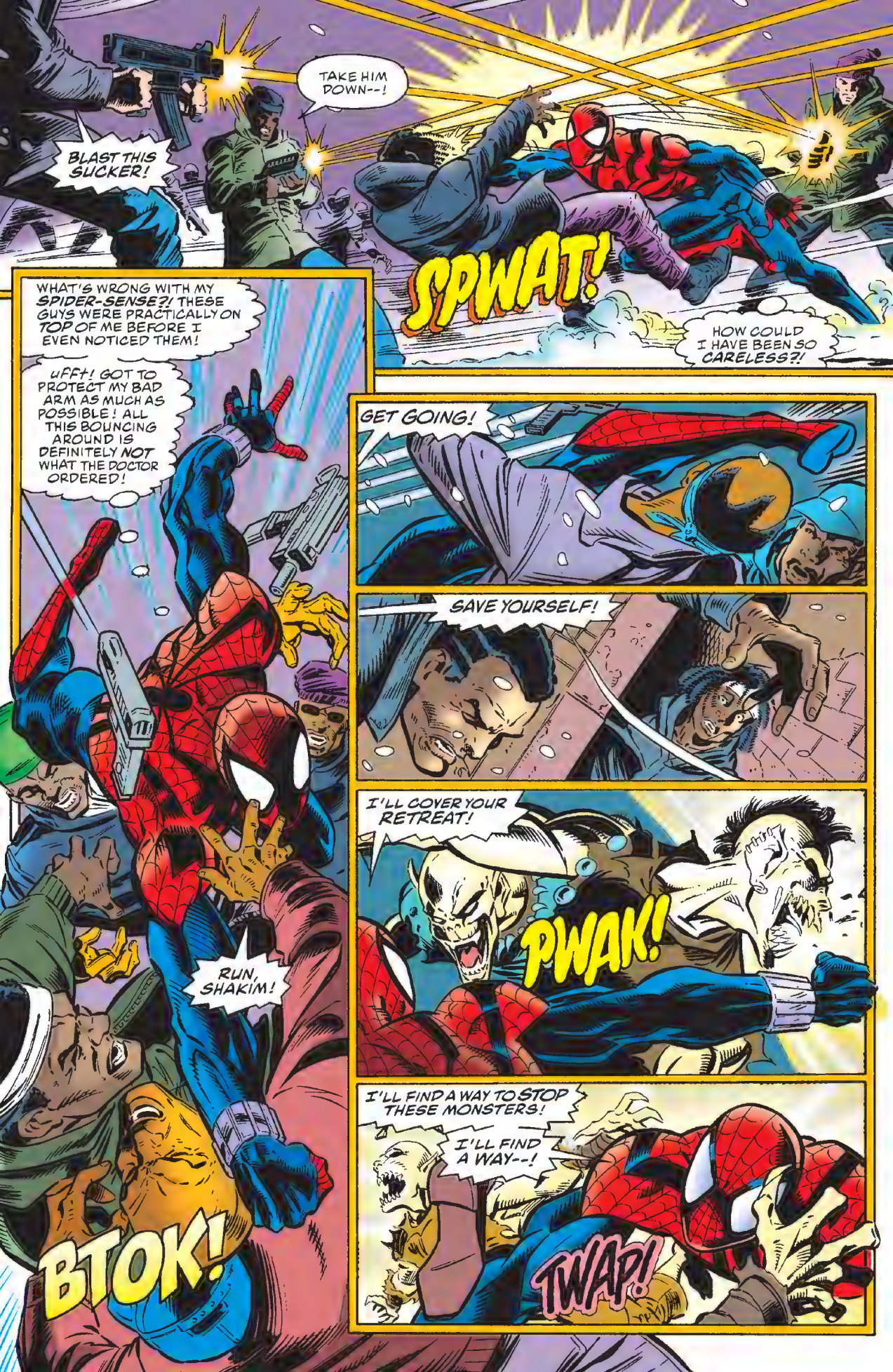

WITH THE SUDDENNESS OF SUMMER LIGHTNING, BEN UNEXPECTEDLY CATAPULTS INTO THEIR MIDST WITH A BREATH-TAKING THIRTY-FOOT LEAP--!
HI, EVERYBODY! I DON'T KNOW ANYTHING ABOUT YOU GUYS, BUT YOU SEEM TO BE MANIFESTING BLATANT ANTI-SOCIAL TENDENCIES!
SPIDER-MAN!
KWOK!
A QUICK NAP MAY RELIEVE SOME OF YOUR HOSTILITY!
CAP 'IM! HE CAN'T-- YUMPH!
RAIDERS
OMIGOSH! FROM A DISTANCE, I THOUGHT THESE WERE GANG-BANGERS--!
OKAY, MAYBE I CAN'T YUMPH, BUT I CAN CERTAINLY KICKBOX WITH THE BEST OF 'EM!
BUT NOW THAT I'M CLOSER, I REALIZE I'M DEALING WITH--
THOP!
--MONSTERS!
I DON'T KNOW IF THEY'RE SOPHISTI-CATED ROBOTS OR MERELY PEOPLE IN ELABORATE COSTUMES--
--BUT THEY MUST BE CONNECTED TO MYSTERIO!

MAGNIFICENT!
THIS STREET GANG ADDS THE RIGHT TOUCH OF MENACE JUST AS THINGS WERE SLOWING DOWN!
I COULDN'T HAVE ORCHESTRATED THEIR INVOLVEMENT ANY BETTER IF I'D PLANNED IT!
I NEED A BIG FINISH! IF SPIDER-MAN MUST DIE-- AND HE CERTAINLY MUST--I OWE IT TO MY AUDIENCE TO PROVIDE THEM WITH AN EXPLOSIVE CLIMAX!
I CAN'T FIZZLE OUT LIKE DIE HARD 3 OR STAR TREK VII!
THANKS TO THE D.I.T. CHIP, WHICH ARMADA RECENTLY APPROPRIATED FOR ME, PLUS MY OWN UNRIVALED GENIUS...
...MY AUDIENCE CONTINUES TO GROW AT A GEOMETRIC RATE!
THEY LITERALLY CANNOT PULL THEMSELVES AWAY FROM THEIR TELEVISIONS!
ARMADA! YOUR FINAL CONFRONTATION WITH THE ACCURSED WALL-CRAWLER IS ALMOST AT HAND!
I'VE BEEN ANXIOUSLY AWAITING YOUR CALL, MYSTERIO!
DO YOU HAVE HIS LOCATION --?!
OF COURSE!
BUT FIRST, WE MUST HEIGHTEN THE SUSPENSE...

urrk! F-FINALLY MANAGED TO FLATTEN THE LAST OF MYSTERIO'S FRIGHT PACK!
MY ARM'S ON FIRE, AND I MUST HAVE PICKED UP A MINOR CONCUSSION WHEN I SLAMMED INTO THAT WALL EARLIER!
HEAD'S FILLED WITH A CONSTANT BUZZING... ALMOST LIKE WHEN MY SPIDER-SENSE WARNS ME... BUT I DON'T SEE ANY DANGER!
YEAH... WHATEVER... I WAS JUST TRYING TO HELP!
STUFF YO' HELP!
I'M A BURNING BLADE... AND THE BLADES RULE THESE STREETS!
SUIT YOURSELF, YOUR HIGHNESS!
I'VE GOT NO TIME TO WASTE ON YOU OR YOUR ATTITUDE!
BUT I'D ADVISE YOU TO BE LONG GONE BEFORE THESE MONSTERS WAKE UP!
WAKE UP--?!
uhhnn...
WHY WERE THOSE GHOULS AFTER YOU?
GHOULS?! THEY WERE SKULLS, MAN! JAGGED SKULLS!
AND I DIDN'T NEED NO WACK COSTUMED FREAK TO FIGHT MY BATTLES!
Y'KNOW, WEBS... YOU AIN'T EXACTLY JAZZIN' AT FULL VOLUME!
MAYBE SHAKIM OUGHTA BE DOWN WITH YOU!

MERE MINUTES AFTER SPIDER-MAN AND SHAKIM HAVE QUIT THE SCENE, AN ANGRY VOICE GREETS THE SLOWLY AWAKENING SKULLS...
WHAT HAPPENED TO YOU DUDES?!
I-IT WAS THAT YOUNG BLADE!
H-HE HAD HELP!
WHO--?!
S-SPIDER-MAN!
THAT WEB-HEADED FREAK'S GOT NO CALL TO MESS IN SKULL BUSINESS!
I COULDN'T AGREE MORE!
THE MAN NEEDS TO BE TAUGHT A SEVERE LESSON!
W-WHAT DO YOU WANT WITH US, MAN?
MY NAME IS ARMADA, AND I AM MERELY HERE TO ASSIST YOU IN...
...THE EXECUTION OF SPIDER-MAN!

LET'S MOVE, GENTLEMEN! WE'RE ON A TIGHT SCHEDULE! THE EVENING NEWS AIRS IN FORTY MINUTES...
...AND I ALREADY PROMISED MY CLIENT THAT HE CAN LEAD OFF WITH THE WALL-CRAWLER'S DEMISE!
MEANWHILE, BARELY A DOZEN BLOCKS AWAY...
BRAIN'S STILL POUNDING, AND THE WEATHER'S GETTING WORSE!
SHOULD HAVE SEWN A LITTLE EXTRA INSULATION INTO THIS COSTUME WHEN I RECENTLY REDESIGNED IT!
ODD! I KNOW I SAW AN ARMY OF MONSTERS UNLEASHED ON THIS CITY, BUT THERE'S NO TRAIL OF DESTRUCTION!
DID MYSTERIO CON ME WITH ONE OF HIS ELABORATE ILLUSIONS?!
YOU SEEM TO BE A PRETTY SLICK OPERATOR, SHAKIM. HOW'D YOU GET MIXED UP WITH A STREET GANG?
YOU BENT, MAN? IN MY PART OF THE CITY, YOU GET WITH A GANG... OR YOU GET DEAD!
AIN'T MUCH OF A CHOICE!
I'M SURE YOU COULD FIND ANOTHER WAY!
I DON'T NEED TO HEAR THAT NOISE FROM YOU, MISTER! YOU DON'T KNOW WHAT IT MEANS TO FACE THE STREETS ALONE, HUSTLING JUST TO SURVIVE!
MAYBE I UNDERSTAND A LOT BETTER THAN YOU THINK!
LISTEN, MAN--! I USED TO DREAM ABOUT HAVING A REAL LIFE! OF BEING ONE OF THEM RICH LAWYER DUDES... LIKE MY MAN, JOHNNY COCHRAN!
IT'S NOT TOO LATE! YOU COULD STILL GO BACK TO SCHOOL--!
FORGET IT, MAN! I GOT MORE CHANCE TO GROW WINGS, AND--
HEY! WHAT'S THAT CRAZY BIRD DOING OUT IN A SNOWSTORM?
I CAN'T TELL YOU ITS EXACT PURPOSE... BUT I CAN GUESS WHO SENT IT!
IT'S SOME KIND OF ROBOT, AND THAT CAN ONLY MEAN--!
SHAKIM, GET BACK!


TAKE HIM DOWN--!
BLAST THIS SUCKER!
SPWAT!
HOW COULD I HAVE BEEN SO CARELESS?!
WHAT'S WRONG WITH MY SPIDER-SENSE?! THESE GUYS WERE PRACTICALLY ON TOP OF ME BEFORE I EVEN NOTICED THEM!
UFFT! GOT TO PROTECT MY BAD ARM AS MUCH AS POSSIBLE! ALL THIS BOUNCING AROUND IS DEFINITELY NOT WHAT THE DOCTOR ORDERED!
GET GOING!
SAVE YOURSELF!
I'LL COVER YOUR RETREAT!
PWAK!
RUN, SHAKIM!
I'LL FIND A WAY TO STOP THESE MONSTERS!
I'LL FIND A WAY--!
TWAP!
BTOK!

THAT VULTURE UP THERE-- I'M BETTING IT'S SOMEHOW TRANSMITTING THIS ACTION TO MYSTERIO!
I CAN ALMOST HEAR HIM LAUGHING AT ME!
I HATE TO DENY MY OLD CHUM HIS DAILY JOLLIES--
--BUT EVEN WE SPIDER-MEN HAVE A CONSTITUTIONAL RIGHT TO PRIVACY!
SKWA-TANGG!
DARN! I WAS HALF-HOPING THAT THESE MONSTERS WOULD VANISH AS SOON AS I TAGGED THAT-- HEY!
I'M SUDDENLY BEING BLASTED FROM VARIOUS DIRECTIONS!
ZAK!
AND I RECOGNIZE THE GIZMOS RESPONSIBLE --!

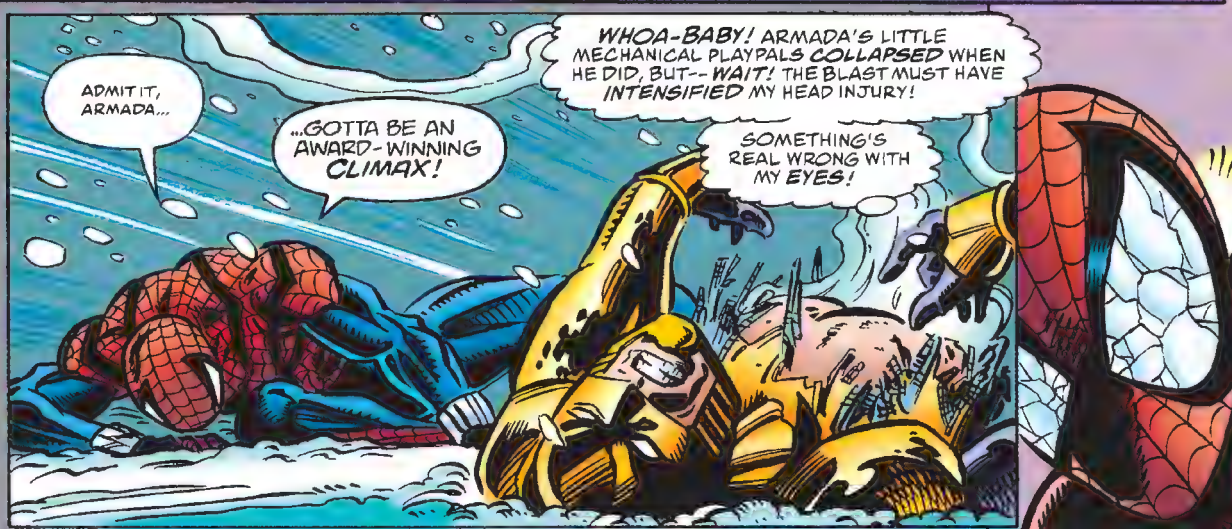
I'LL GIVE YOU A HINT, WEB-HEAD...
...THEY AREN'T THE KIND OF HOUSEHOLD APPLIANCES YOU'D EVER SEE ON MARTHA STEWART!
KAZAM!
WHUFF! BETWEEN MY SORE ARM AND ACHING HEAD, I COULDN'T MOVE FAST ENOUGH TO AVOID THIS CROSSFIRE!
SMILE, MY FRIEND! YOU'RE ABOUT TO MAKE TELEVISION HISTORY!
SHZAT!
YO, SHAKIM--!
JAMIE! WHAT ARE YOU DOING BACK HERE--?!
I HEARD ALL THEM SKULLS SCREAMING! FIGURED THEY'D BEEN AMBUSHED BY AN ARMY OF BLADES!
BUT THIS IS WAY COOLER--!
SCOPE IT, MAN! THESE DUDES ARE TOTALLY WASTED!
WE CAN OFF THEM ALL!
CAN YOU IMAGINE THE RESPECT WE'LL GET?!

AARRGH!
THAT'S THE SPIRIT, SPIDER-MAN!
KEEP STRUGGLING! IT MAKES FOR EXCELLENT DRAMA!
IN CASE YOU DIDN'T KNOW, MYSTERIO IS BROADCASTING THIS EVENT LIVE ON MYSTERYVISION!
D-DON'T WORRY, ARMADA!
I... I WON'T SPOIL THE SHOW!
Y-YOUR LITTLE PLAYTHINGS CAN ZAP ME ALL THEY WANT, BUT I'M NOT GOING TO SURRENDER!
I WON'T GIVE UP! I'LL KEEP FIGHTING UNTIL I FIND A WAY TO BEAT YOU!
DO YOU HEAR ME, ARMADA?!
I
WILL
FIND
A
WAY!
NICE SPEECH!
A TRIFLE MELODRAMATIC FOR MY TASTES, BUT I DON'T EVEN LIKE ER!

WE GOTTA SAVE THE SPIDER-DUDE, JAMIE! I OWE HIM!
HE AIN'T OUR PROBLEM, MAN! LET HIM ROAST!
IT'S THE WAY OF THE STREETS!
HANG THE STREETS!
THERE'S GOTTA BE ANOTHER WAY!
A BETTER WAY!
I REALLY HATE TO RUIN YOUR DEATH SCENE...
...BUT I DO WISH YOU'D HURRY THINGS ALONG!
A MERCENARY LIKE MYSELF GETS PAID BY THE JOB, NOT THE ACTUAL TIME IT TAKES TO--HEY!
B-TANG! B-TANG! B-TANG!
I DON'T BELIEVE THIS--!
ARE YOU OUT OF YOUR MIND, KID?
WHAT DO YOU THINK YOU CAN ACCOMPLISH WITH THAT PATHETIC LITTLE POPGUN?!
HA HA HA
HA HA

MAYBE HE WAS TRYING TO DISTRACT YOU--!
SPTONG!
OWW! I'VE REALLY GOTTA LEARN TO RESTRAIN MY ENTHUSIASM, AND STOP TRYING TO SLUG HIM WITH MY INJURED LEFT ARM!
HEY! ARE YOU SURE MYSTERIO IS GETTING ALL THIS?
OR HE MIGHT HAVE BEEN HOPING A LUCKY SHOT COULD DAMAGE A CRITICAL PIECE OF YOUR EQUIPMENT!
KWUDD!
PWOOM!
I'D HATE FOR HIM TO MISS A SINGLE, ACTION-PACKED MOMENT!
YOU'VE MOCKED ME FOR THE LAST TIME, SPIDER-MAN!
ANY CHANCE OF YOU GETTING ME A COPY OF THIS TAPE FOR MY OWN PERSONAL VIDEO LIBRARY?
YOU'RE EXHAUSTED! ON THE VERGE OF COLLAPSE--!
BUT MY BODY ARMOR HAS BEEN SECRETLY RECHARGING ITSELF!
BY NOT FIGHTING BACK, I HAVE REGAINED ENOUGH STRENGTH AND POWER TO EASILY DESTROY YOU!

DON'T BET ON IT, SWEETIE!
BWOOM!
PWAKA-
ARRRKK!


ADMIT IT, ARMADA...
...GOTTA BE AN AWARD-WINNING CLIMAX!
WHOA-BABY! ARMADA'S LITTLE MECHANICAL PLAYPALS COLLAPSED WHEN HE DID, BUT-- WAIT! THE BLAST MUST HAVE INTENSIFIED MY HEAD INJURY!
SOMETHING'S REAL WRONG WITH MY EYES!

MY VISION HAS SUDDENLY GONE ALL SCREWY!
IT'S FILLED WITH STATIC, AND CRAZY ZIG-ZAGGING LINES!
JUST LIKE WHAT YOU SEE ON--
--A BUSTED TELEVISION?!
MAN! I MUST BE THE WORLD'S BIGGEST CHUMP!
THESE TRANSPARENT LENSES WERE COVERING MY EYEPIECES THE WHOLE TIME!
MYSTERIO MUST'VE SECRETLY PLANTED THEM ON ME WHEN HE HAD ME WEAR THAT STUPID 3-D VISOR!*
THAT'S WHY MY HEAD'S BEEN POUNDING! MY SPIDER-SENSE WAS TRYING TO WARN ME!
*SEE SENSATIONAL SPIDER-MAN #1--Bob.
NO WONDER I WAS SEEING MONSTERS! MYSTERIO WAS USING THEM TO BROADCAST THE ILLUSIONS THESE THINGS WERE MAKING ME SEE!
WELL, MAYBE I CAN FIND A WAY TO RETURN THE FAVOR...
CURSE THAT OVERCONFIDENT, WALL-CRAWLING CLOWN!
HE RUINED THE CATACLYSMIC ENDING THAT I HAD SO CAREFULLY CONCEIVED FOR HIM!
WHAT NERVE! WHO IS SPIDER-MAN TO REWRITE MY WORK? HOW DARE HE SURVIVE ARMADA'S ASSAULT?!
I AM THE WORLD'S GREATEST SHOWMAN! IT WAS MY GENIUS... MY VISION... THAT CREATED THE MYSTERYVISION NETWORK!
AND SOON... VERY SOON... IT WILL BE MY INCOMPARABLE INTELLECT WHICH WILL FINALLY ORCHESTRATE A MOST HUMILIATING FINALE FOR THE NOT-SO-AMAZING SPIDER-MAN!

YOU CAME THROUGH FOR ME WHEN IT COUNTED, SHAKIM!
I APPRECIATE THE ASSIST!
YOU OKAY, MAN? WHAT ARE YOU PLANNING TO DO WITH THAT GUN?!
THAT'S THE QUESTION, WEBS...
A PIECE LIKE THIS WOULD GAIN ME SERIOUS RESPECT ON THE STREETS!
FUNNY, THOUGH, IT DIDN'T STOP JAMIE FROM DITCHIN' ME, OR GOIN' FOUL!
MY DREAMS OF BEIN' A LAWYER-MAN MAY BE TOTALLY IMPOSSIBLE...
...BUT YOU PROVED THAT EVEN THE IMPOSSIBLE CAN BE CONQUERED IF YOU JUST DON'T QUIT!
BEING A BLADE USED TO MAKE ME FEEL SO SPECIAL!
THE GANG WAS MY FAMILY... MY LIFE!
HOW WILL YOU SURVIVE ON YOUR OWN--?!
DON'T RIGHTLY KNOW...
...BUT I'LL FIND A WAY!
JUST GOES TO SHOW WHAT A FOOL I WAS!
I'LL FIND A WAY!

I'M SURE YOU WILL, MY FRIEND...
...BUT I CAN STILL OFFER A HELPING HAND!
OOOOGH...
WAKEY-WAKEY, JAMIE--!
H-HUH?!
HI, THERE!
IT IS JAMIE, ISN'T IT?
I HAVE A MESSAGE FOR YOU AND THE OTHER BLADES! ONE WHICH I'VE ALREADY IMPARTED TO THE SKULLS!
SHAKIM PANZOS IS MY MAIN MAN, AND HE'S ON A FREE PASS!
N-NAH!
W-WE COOL!
GOOD! KEEP IT THAT WAY!
I DON'T KNOW IF MY THREAT WILL WORK, BUT IT'S THE BEST I CAN DO FOR SHAKIM NOW!
FINALLY MANAGED TO UNCLOG MY WEB-SHOOTERS --IF ONLY TEMPORARILY-- BUT MY ARM'S STILL NOT 100%!
ANYBODY WHO MESSES WITH HIM... WILL ALSO MESS WITH ME!
I TRUST I'M NOT BEING OVERLY SUBTLE!
MY OL' SPIDEY LUCK SEEMS TO BE AS ROTTEN AS EVER, BUT I CAN'T WORRY ABOUT THAT NOW--
--BECAUSE I'M ABOUT TO FACE MYSTERIO IN WHAT PROMISES TO BE THE FIGHT OF MY LIFE!
TO BE CONCLUDED... IN SPIDER-MAN #65!

FEB • 65
MARVEL
SPIDER-MAN GROUP
SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MEDIA BLIZZARD
PART 3 OF 3
JRJR & AW

NEW YORK CITY.
FOR FIVE YEARS THE MAN INSIDE THE COSTUME BELIEVED HIMSELF TO BE A CLONE OF PETER PARKER.
HE LEFT THE CITY, TRAVELED AROUND THE WORLD, KNOWING THAT HE WOULD NEVER BE ABLE TO RETURN TO THE ONLY LIFE HE EVER KNEW.
BUT THINGS CHANGE AND TIME PASSES.
HE HAS RECLAIMED HIS IDENTITY AND ALL ELSE SEEMS LIKE NOTHING MORE THAN A RAPIDLY FADING NIGHTMARE.
NOW, AS HE CRAWLS DOWN THE SIDE OF A BUILDING, ONE ARM SPRAINED, HIS HEAD ACHING FROM A RECENT BLOW, THE WIND-DRIVEN SNOW CUTTING THROUGH HIS NEWLY DESIGNED COSTUME...
...AND THE ONLY THING KEEPING THE COLD AT BAY IS THE BODY HEAT GENERATED BY THE THRILL OF PURSUING A COSTUMED SUPER-VILLAIN...
...SPIDER-MAN KNOWS MORE THAN EVER...
...HE IS BACK WITH A VENGEANCE.
MEDIA BLIZZARD
PART 3 OF 3
UNPLUGGED

I'M COMING FOR YOU, *MYSTERIO!*

REALITY

CLOSED

AND THIS TIME, I PROMISE...

CLOSED

...IT'S PERSONAL!

SHRANK

WONDERFUL! JUST WHAT I WAS AFRAID OF... ***NOTHING.***

NOT EVEN THE ILLUSION OF NOTHING...JUST NOTHING.

THIS IS WHERE I FOUND MYSTERIO LAST NIGHT.

HE COOKED UP AN ILLUSION TO MAKE THIS ABANDONED MOVIE THEATER LOOK LIKE THE CORPORATE OFFICES OF HIS ***MYSTERYVISION NETWORK.***

NOW, AFTER REVEALING HIMSELF TO ME, USING HIS ILLUSIONS TO LEAD ME ON A CHASE AROUND THE CITY AND SICCING ***ARMADA*** ON ME...

...HE'S GONE WITHOUT A TRACE.

IN SENSATIONAL SPIDER-MAN #1-Eric

AND I'VE GOT NOTHING BUT AN ACHING HEAD AND A SPRAINED ARM TO PROVE THAT THE ENTIRE NIGHT WASN'T JUST ANOTHER ILLUSION.

NO... I'VE GOT ONE OTHER MEMENTO.

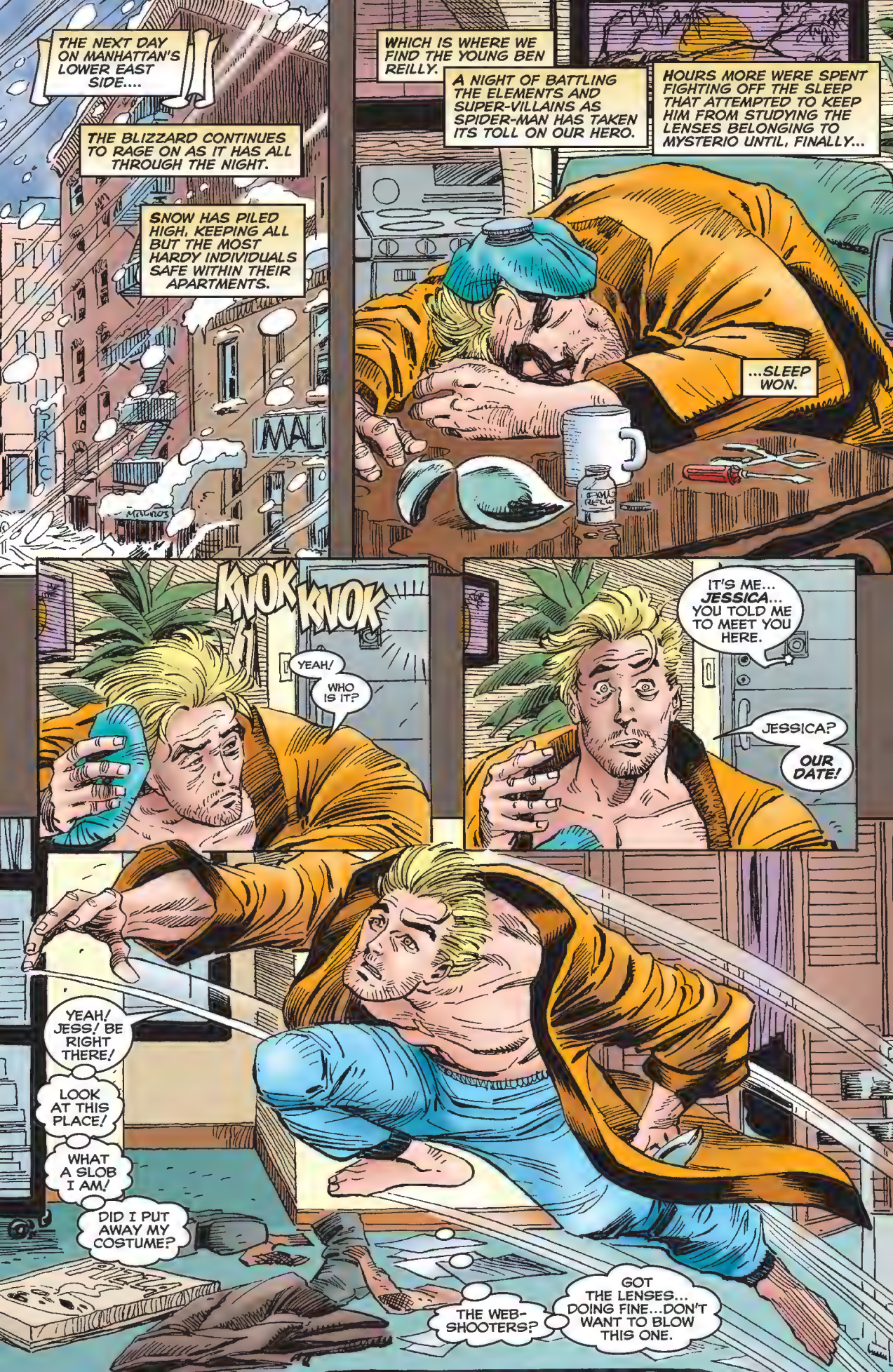
THESE LENSES HE AFFIXED TO MY EYES, WHICH ALLOWED HIM TO BRING HIS ILLUSIONS STRAIGHT TO ME.

THEY MAY COME IN HANDY IN TRACKING HIM DOWN LATER ON, BUT, RIGHT NOW...

...I NEED SLEEP.

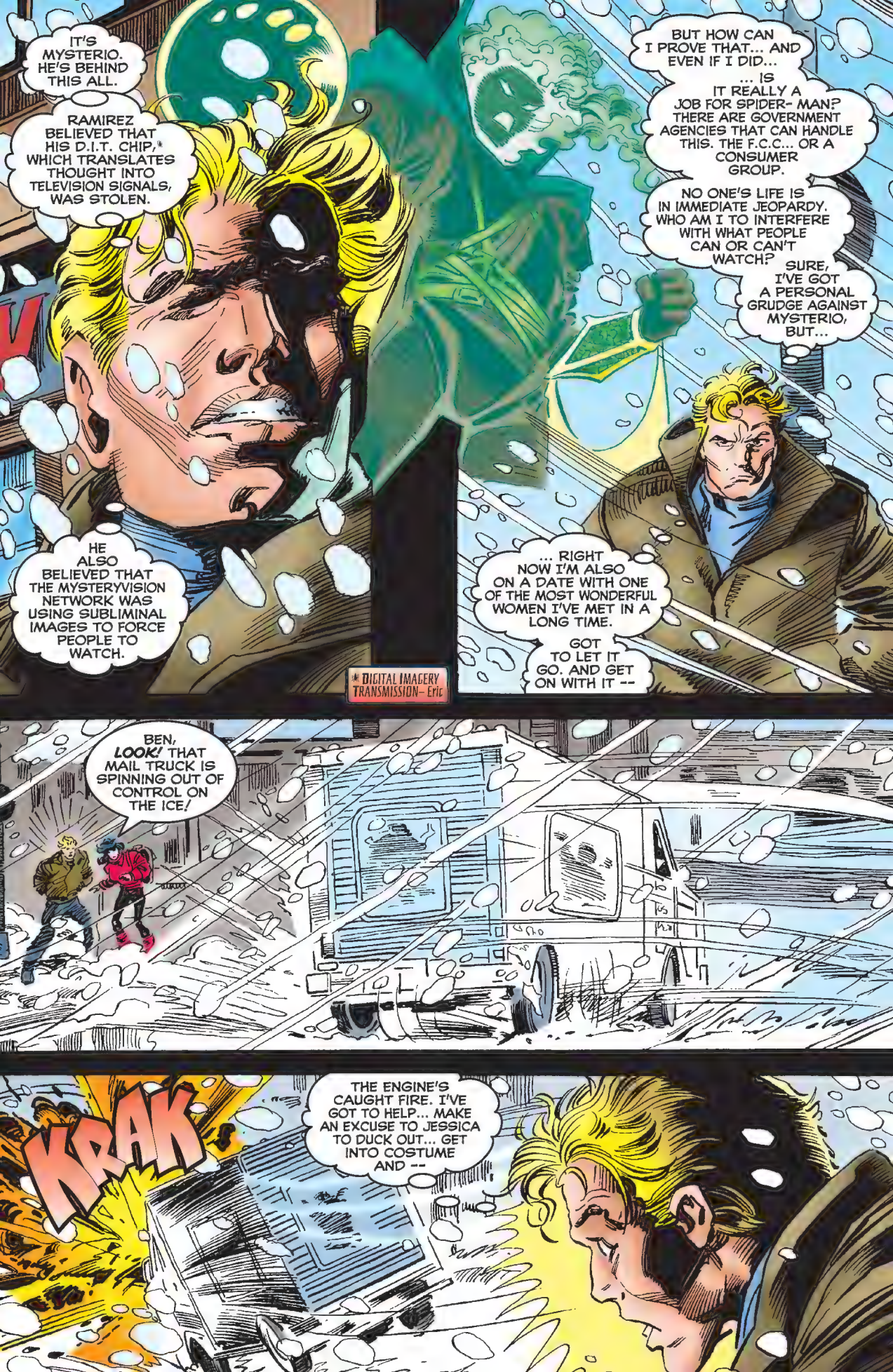
MIDTOWN MANHATTAN.
THE TELEVISION WORLD IS BUZZING WITH THE METEORIC RISE OF THE MYSTERYVISION NETWORK.
IN THE SHORT TIME SINCE ITS DEBUT, THE NETWORK, PROVIDING A WIDE RANGE OF BIZARRE PROGRAMMING, HAS PRESENTED ITSELF AS A SERIOUS CHALLENGE TO THE MAJOR NETWORKS IN THE TRI-STATE NEW YORK AREA MARKET.
TONIGHT, AT THE NEWLY RENOVATED, LUXURIOUS OFFICES OF THE FLEDGLING NETWORK, A CELEBRATION, THE LIKES OF WHICH HAVE ONLY BEEN SEEN IN HOLLYWOOD, IS UNDERWAY.
HERE, ALL THE MOVERS AND SHAKERS IN THE ENTERTAINMENT FIELD HAVE COME TO COURT THE FAVOR OF THE PRESIDENT OF THE NETWORK...Mr. RANDOLPH HINES.
Mr. HINES, BABE, I'VE GOT A DEAL FOR YOU.
LOVE THE WINTER LINE-UP, HINES.
LET'S DO LUNCH.
RANDY, KID, I'VE GOT JUST THE ACTRESS FOR THAT LATEST DEVELOPMENT OF YOURS.
MY GOOD PEOPLE, PLEASE ENJOY YOURSELVES.
THE DRINKS ARE FREE, THE FOOD IS HOT, AND THE SHOWS ARE HOTTER THAN EVER.
NOW, IF YOU'LL EXCUSE ME...
...I NEED A MOMENT.

YES.
THE DREAM OF A LIFETIME FINALLY REALIZED.
NO MORE BOTHERING WITH PETTY THIEVERY, OR VILLAINOUS ACTS.
NO. THAT IS NOT WHAT I AM ABOUT.
QUENTIN BECK HAS ALWAYS BEEN A SHOWMAN FIRST AND FOREMOST.
AND NOW, AS MY NETWORK IS BROUGHT TO THE MASSES, THE WORLD WILL LEARN OF THE CREATIVE GENIUS OF...
MYSTERIO!
FORTUNE WILL BE MINE, AND THAT IS NICE, BUT...
...AS MY RATINGS RISE, FIRST LOCALLY AND THEN NATIONWIDE, I WILL HAVE THE ONE THING THAT HAS ELUDED ME FOR FAR TOO LONG...
...FAME!
ABC
FOX
YOU'VE JUST GOT TO LOVE THIS COUNTRY!


THE NEXT DAY ON MANHATTAN'S LOWER EAST SIDE....
THE BLIZZARD CONTINUES TO RAGE ON AS IT HAS ALL THROUGH THE NIGHT.
SNOW HAS PILED HIGH, KEEPING ALL BUT THE MOST HARDY INDIVIDUALS SAFE WITHIN THEIR APARTMENTS.
WHICH IS WHERE WE FIND THE YOUNG BEN REILLY.
A NIGHT OF BATTLING THE ELEMENTS AND SUPER-VILLAINS AS SPIDER-MAN HAS TAKEN ITS TOLL ON OUR HERO.
HOURS MORE WERE SPENT FIGHTING OFF THE SLEEP THAT ATTEMPTED TO KEEP HIM FROM STUDYING THE LENSES BELONGING TO MYSTERIO UNTIL, FINALLY...
...SLEEP WON.
KNOK KNOK
YEAH! WHO IS IT?
IT'S ME... JESSICA... YOU TOLD ME TO MEET YOU HERE.
JESSICA? OUR DATE!
YEAH! JESS! BE RIGHT THERE!
LOOK AT THIS PLACE!
WHAT A SLOB I AM!
DID I PUT AWAY MY COSTUME?
THE WEB-SHOOTERS?
GOT THE LENSES... DOING FINE...DON'T WANT TO BLOW THIS ONE.

HI! I WOKE YOU... DIDN'T I?
No... Er... YEAH, YOU DID.
GUESS I WASN'T EXPECTING YOU SO EARLY.
WHAT TIME IS IT ANYWAY?
THREE O'CLOCK IN THE AFTERNOON. JUST LIKE WE AGREED.
YOU KNOW, IF YOU WANT TO CATCH THE EISENSTADT EXHIBIT ANOTHER TIME I'LL UNDERSTAND.
NO, NO, NO. I WORKED A DOUBLE SHIFT LAST NIGHT, BUT I'M AWAKE NOW.
GIVE ME FIVE. A QUICK SHOWER AND A SHAVE AND I'LL BE READY TO GO.
YOU GOT IT.
MAKE YOURSELF AT HOME.
AH... YEAH.
HOW CAN MEN LIVE THIS WAY?

A SHORT TIME LATER...
SO, BEN... YOU HAVE NO FAMILY IN THE CITY?
YOU SOUND LIKE YOU GREW UP HERE.
I DID, OUT IN QUEENS, BUT I LEFT A FEW YEARS BACK AND NOW...
... I'M PRETTY MUCH ON MY OWN. JUST LIKE YOU.
YOU MUST REALLY MISS YOUR *FATHER* THIS TIME OF YEAR.
A LITTLE.
ACTUALLY, MY DAD'S WORK KEPT HIM AWAY A LOT ON THE HOLIDAYS...
WE DON'T HAVE TO TALK ABOUT IT IF YOU DON'T WANT TO, JESS.
THANKS. MAYBE ANOTHER TIME, BUT... IT STILL HURTS.
I KNOW WHAT YOU MEAN. MY AUNT DIED NOT TOO LONG AGO...
...THERE WAS SO MUCH I WANTED TO SAY TO HER... SO MUCH...
WELL, THIS IS A *CHEERY* DATE, ISN'T IT?
Oooh! I HATE THE "D" WORD.
I KNOW WHAT YOU MEAN. WHAT DO YOU SAY WE STOP TALKING ABOUT OUR PASTS?
FINE WITH ME.
HEY, WILL YOU LOOK AT THAT. WE'RE NOT THE ONLY TWO INSANE ENOUGH TO BRAVE THE BLIZZARD.
WHAT COULD POSSIBLY BE SO FASCINATING TO HAVE THOSE PEOPLE GLUED TO THAT STOREFRONT IN THIS WEATHER?
Oh, TELEVISIONS. I'VE JUST NEVER BEEN INTO THAT TV THING. WHAT ABOUT YOU, BEN?
NO. NEVER HAD THE TIME TO WASTE, AND EVEN IF I DID, I *COULDN'T* AFFORD ONE NOW.
THOSE PEOPLE ARE ENTRANCED. LIKE Dr. RAMIREZ WAS BACK AT CENTENNIAL U.*
* SEE SENSATIONAL SPIDER-MAN #1 – Eric


IT'S MYSTERIO. HE'S BEHIND THIS ALL.
RAMIREZ BELIEVED THAT HIS D.I.T. CHIP,* WHICH TRANSLATES THOUGHT INTO TELEVISION SIGNALS, WAS STOLEN.
HE ALSO BELIEVED THAT THE MYSTERYVISION NETWORK WAS USING SUBLIMINAL IMAGES TO FORCE PEOPLE TO WATCH.
* DIGITAL IMAGERY TRANSMISSION– Eric
BUT HOW CAN I PROVE THAT... AND EVEN IF I DID...
... IS IT REALLY A JOB FOR SPIDER- MAN? THERE ARE GOVERNMENT AGENCIES THAT CAN HANDLE THIS. THE F.C.C... OR A CONSUMER GROUP.
NO ONE'S LIFE IS IN IMMEDIATE JEOPARDY. WHO AM I TO INTERFERE WITH WHAT PEOPLE CAN OR CAN'T WATCH?
SURE, I'VE GOT A PERSONAL GRUDGE AGAINST MYSTERIO, BUT...
... RIGHT NOW I'M ALSO ON A DATE WITH ONE OF THE MOST WONDERFUL WOMEN I'VE MET IN A LONG TIME.
GOT TO LET IT GO. AND GET ON WITH IT --
BEN, *LOOK!* THAT MAIL TRUCK IS SPINNING OUT OF CONTROL ON THE ICE!
KRAK
THE ENGINE'S CAUGHT FIRE. I'VE GOT TO HELP... MAKE AN EXCUSE TO JESSICA TO DUCK OUT... GET INTO COSTUME AND --

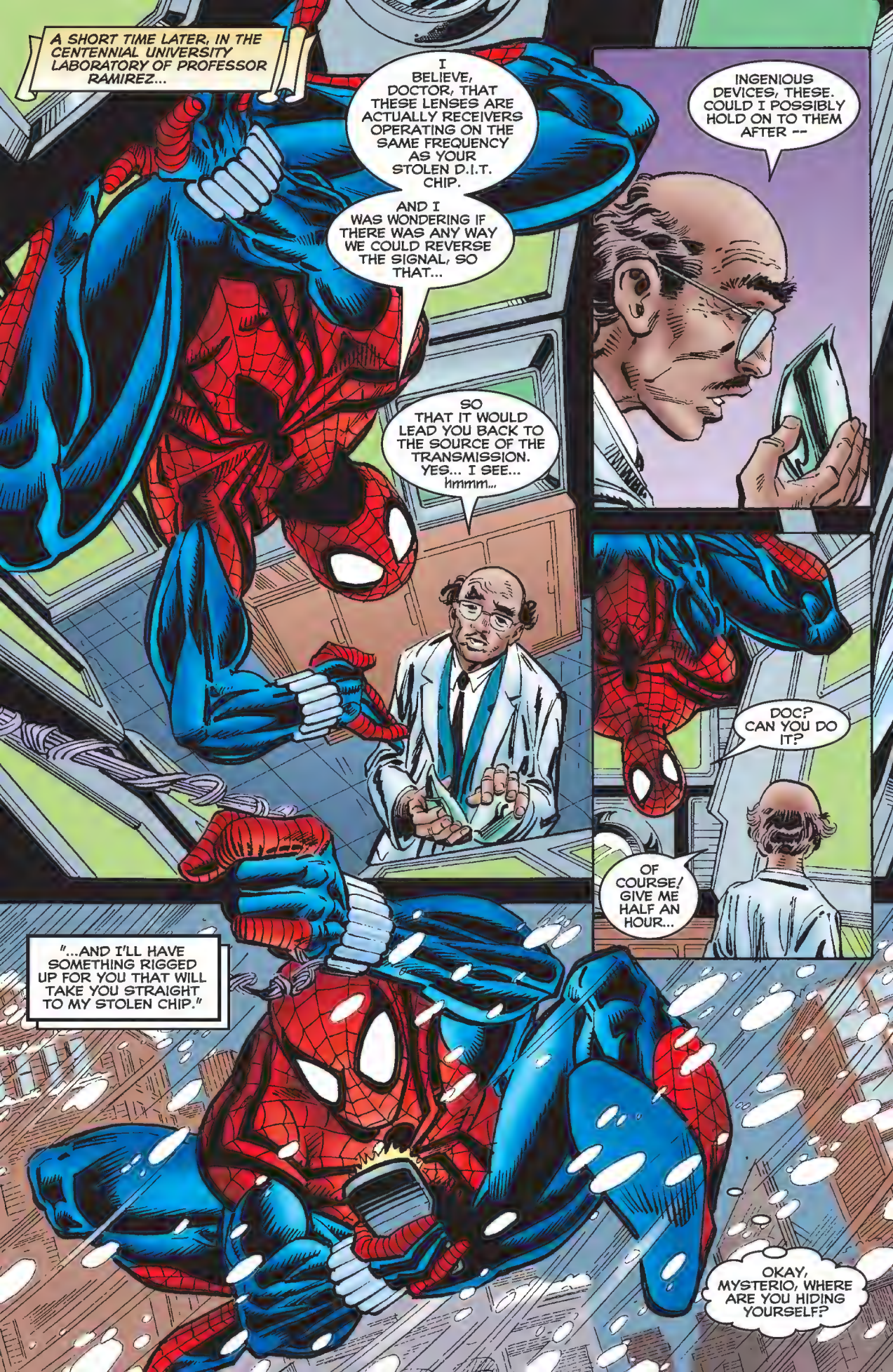
SORRY, BEN, YOU'VE GOT TO EXCUSE ME.
I'VE GOT TO BE THERE... IN THE MIDDLE OF IT... GET SOME PICTURES... MAYBE SELL THEM TO THE BUGLE... GOT TO BE THERE...
KLIK KLIK KLIK
...JUST IN CASE.
THERE'S SOMETHING THAT'S NEVER HAPPENED TO ME BEFORE.
MY DATE... THE FREELANCE PHOTOGRAPHER... DUCKING OUT ON *ME*.
LETTING ME DUCK INTO THIS ALLEY AND...

...GET TO WORK AS SPIDER-MAN!
GLAD I THOUGHT TO ADD SOME ANTI-FREEZE TO THE WEBBING CHEMICALS LAST NIGHT!
THWIP
MA'AM... PLEASE STAND BACK.
THIS TRUCK COULD BLOW AT ANY SECOND.
KLIK KLIK
SHRAK
SHE'S NOT MOVING.
JUST STANDING THERE SNAPPING PHOTOS OF ...
...ME?
SHE'S DEFINITELY FOCUSING ON ME.
KLIK
THAT'S A BIT FLATTERING.
THOUGH IT'S STARTING TO FEEL A LITTLE WEIRD.
SPIDER-SENSE IS TINGLING... SOME SORT OF DANGER... PROBABLY THE TRUCK ABOUT TO GO!

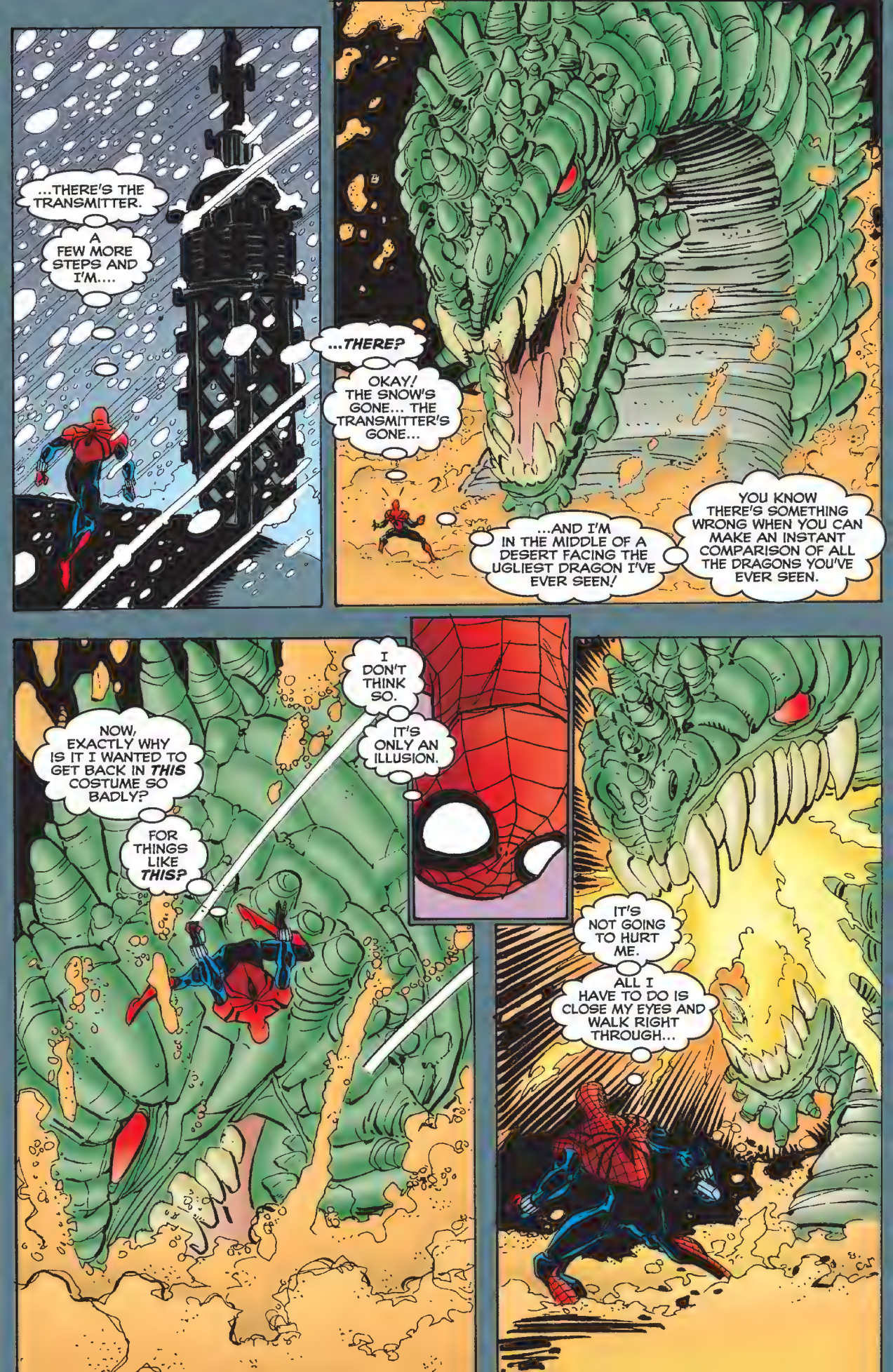
LADY... PLEASE GET BACK.
NO MORE PICTURES... JUST MOVE.
I'VE GOT TO GET THIS MAN TO SAFETY, AND I CAN'T BE WORRYING ABOUT YOU, TOO.
PLEASE... ARE YOU LISTENING TO ME?
COME ON! I'LL GIVE YOU THE OPPORTUNITY FOR ALL THE PICTURES YOU WANT LATER ON, BUT RIGHT NOW THIS MAN NEEDS HELP.
JUST GO GET THOSE TWO COPS ACROSS THE STREET...
... PLEASE?
GOD, THAT FELT WEIRD!
THE LOOK IN HER EYES... FOR A MOMENT...
... JEEZ! I'VE GOT TO CHILL OUT!
MAYBE I'M FEELING A LITTLE JEALOUS BECAUSE MY DATE IS GETTING TO SELL PICTURES OF ME TO THE BUGLE.
JUST REMINDING ME OF ANOTHER PART OF MY OLD LIFE AS PETER PARKER THAT I CAN'T GO BACK TO.
WHAT'S TAKING THEM? WHY WON'T THE COPS LISTEN TO HER --
NOW SHE'S GLUED TO THE STOREFRONT AS WELL.
THIS MAN NEEDS MEDICAL ATTENTION... NOW.
HANG ON SIR, I'LL HAVE AN AMBULANCE HERE IN A MINUTE.

THIS IS INSANE.
OFFICERS! LADY!
LADY! CAN YOU HEAR ME? LOOK AT ME... NO... NOT AT THE TV... AT ME.
SHE WON'T... CAN'T... TAKE HER EYES OFF THE TV SCREENS.
THWIP
OKAY... THEN I'LL MAKE SURE SHE CAN'T SEE THEM.
WHAT...? WHAT HAPPENED HERE?
THERE'S BEEN AN ACCIDENT... CALL FOR AN AMBULANCE... NOW!
POLICE
THERE IS MORE TO MYSTERIO'S NETWORK THAN MEETS THE EYE... AND I'M GOING TO FIND OUT WHAT!
MOMENTS LATER...
JESS, ARE YOU OKAY?
I WAS SEARCHING FOR A PAY PHONE TO CALL FOR AN AMBULANCE WHEN --
YEAH... I'M FINE... BUT, MAYBE WE SHOULD DO THIS ANOTHER TIME?
SURE. YOU WANT ME TO WALK YOU HOME?
NAH... I JUST WANT TO GET A FEW MORE SHOTS OF THIS.
FINE. FREES ME UP TO TRACK DOWN MYSTERIO...
...BUT HOW?

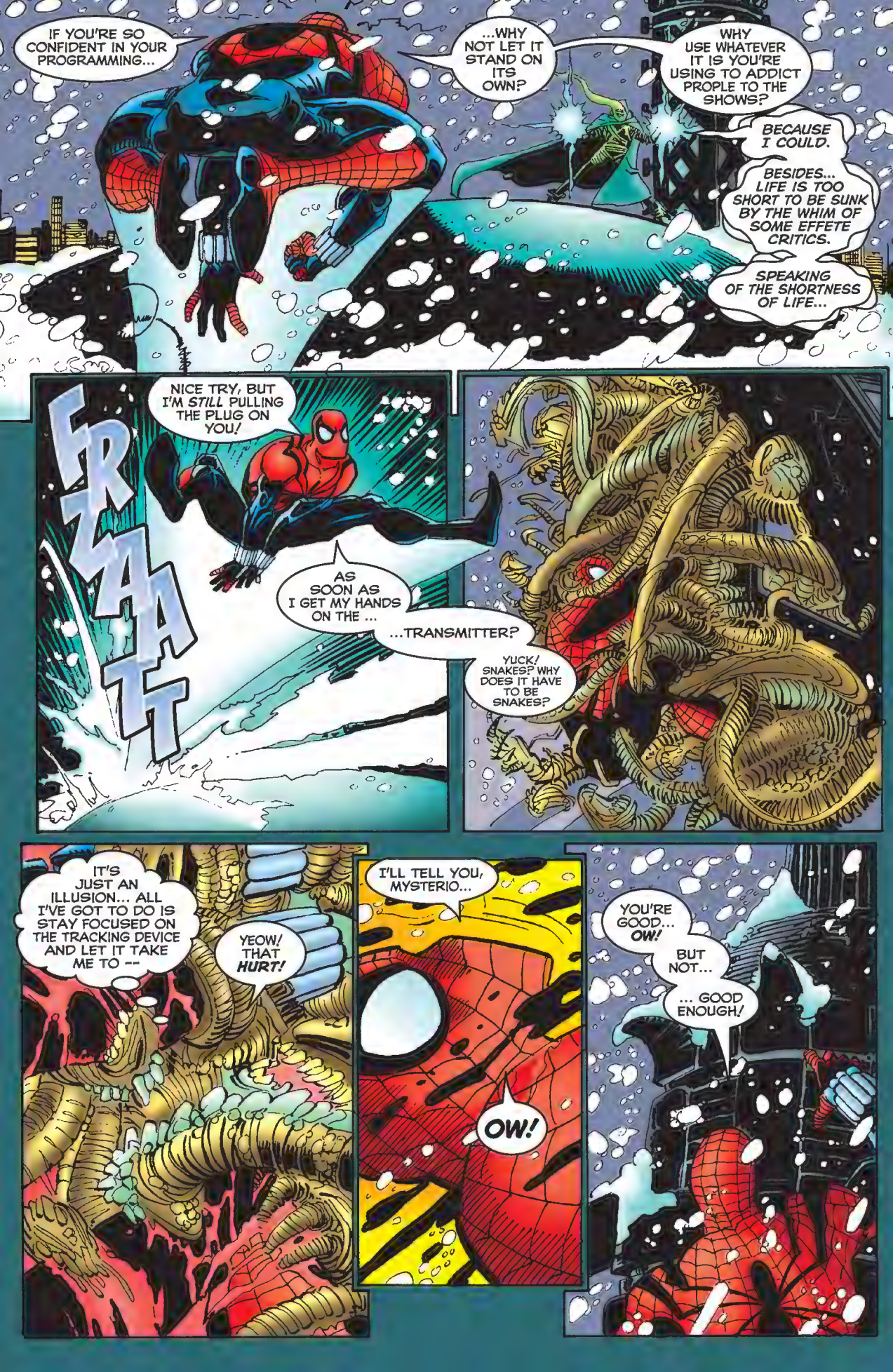
A SHORT TIME LATER...
MIGHT AS WELL CHECK IN ON HOW THINGS ARE AT THE DAILY GRIND UNTIL I CAN FIGURE OUT HOW TO TRACK MYSTERIO DOWN.
HEY, SHIRLEY, IT LOOKS LIKE THE WEATHER IS TAKING A TOLL ON BUSINESS.
AT LEAST YOU CAN COUNT ON OLD BUZZ TO BE HERE.
SHIRLEY? BOSS? DEVON?
NOT THEM, TOO. GLUED TO THE TV...
THEY HAVEN'T MOVED FROM THE IDIOT BOX SINCE I WALKED IN, YOUNG BEN.
HAD TO SERVE MYSELF.
FORTUNATELY, THEY'VE BEEN KIND ENOUGH TO BLOCK MY VIEW. ALL I'VE HAD TO CONTEND WITH IS THE INSIPID MUSIC OF THE THEME SONGS.
WHY AREN'T YOU WATCHING LIKE EVERYONE ELSE, BUZZ?
NEVER HAD MUCH USE FOR THE THING.
IF IT WAS UP TO ME, I'D FIND ALL THE TRANSMITTERS AND KNOCK THEM DOWN.
BUT FINDING THE TRANSMITTERS... NOW THAT'S THE KEY.
BEN? DID I OFFEND?
ANYTHING BUT, BUZZ.
IF I FIND HIS TRANSMITTER... I FIND MYSTERIO...
...AND I *THINK* I'VE GOT A WAY TO FIND THE TRANSMITTER.

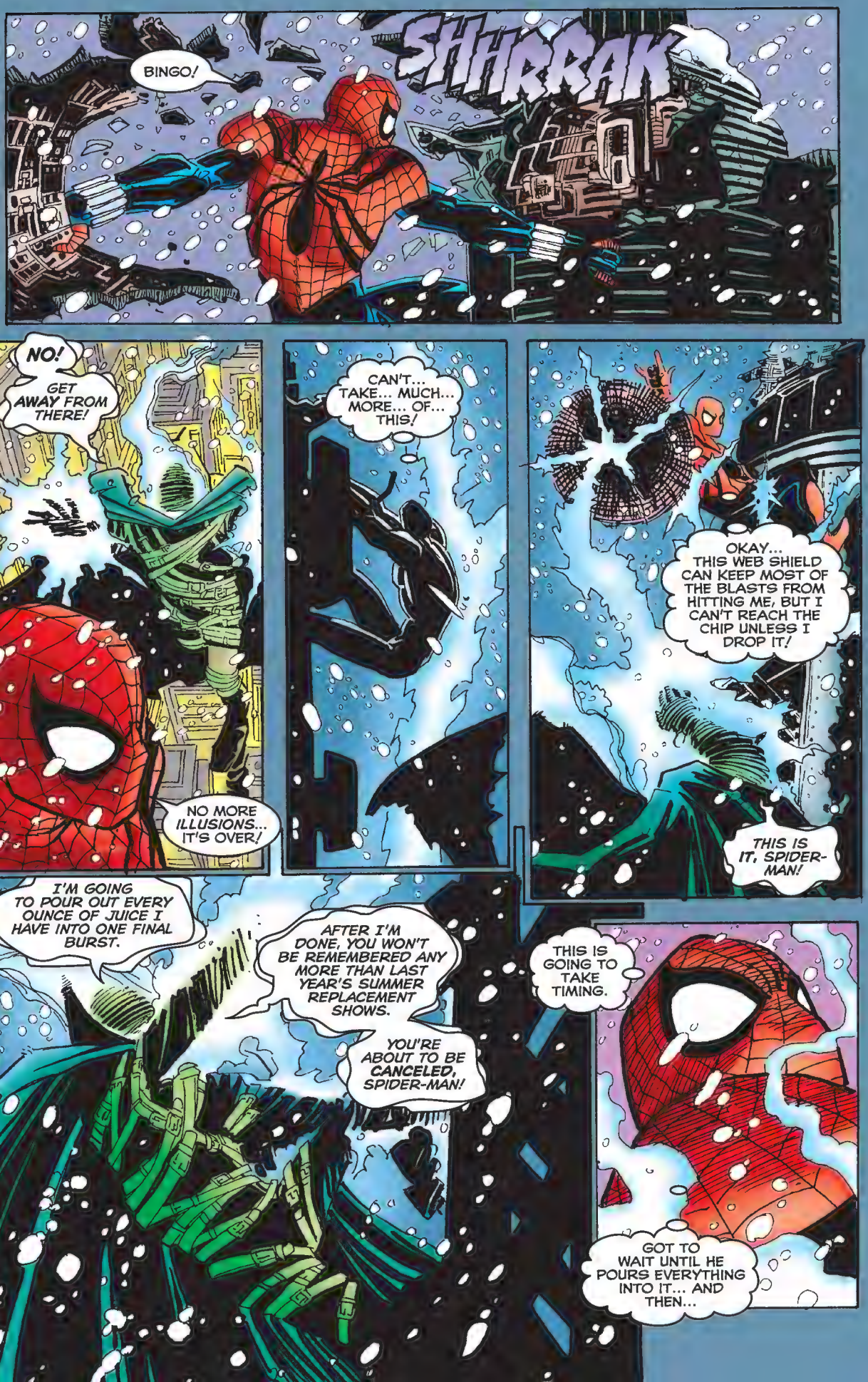

A SHORT TIME LATER, IN THE CENTENNIAL UNIVERSITY LABORATORY OF PROFESSOR RAMIREZ...
I BELIEVE, DOCTOR, THAT THESE LENSES ARE ACTUALLY RECEIVERS OPERATING ON THE SAME FREQUENCY AS YOUR STOLEN D.I.T. CHIP.
AND I WAS WONDERING IF THERE WAS ANY WAY WE COULD REVERSE THE SIGNAL, SO THAT...
SO THAT IT WOULD LEAD YOU BACK TO THE SOURCE OF THE TRANSMISSION. YES... I SEE... hmmm...
INGENIOUS DEVICES, THESE. COULD I POSSIBLY HOLD ON TO THEM AFTER --
DOC? CAN YOU DO IT?
OF COURSE! GIVE ME HALF AN HOUR...
"...AND I'LL HAVE SOMETHING RIGGED UP FOR YOU THAT WILL TAKE YOU STRAIGHT TO MY STOLEN CHIP."
OKAY, MYSTERIO, WHERE ARE YOU HIDING YOURSELF?

A SHORT TIME LATER...
OH, BUT THIS IS MORE THAN EVEN I COULD HAVE HOPED FOR!
IT'S AS THOUGH THE ELEMENTS THEMSELVES ARE PART OF THE GREAT SHOW.
THE BLIZZARD IS KEEPING EVERYONE AT HOME... ALL SAFE AND SOUND.
WHAT ELSE IS THERE TO DO ON A SNOWY DAY BUT WATCH TELEVISION?
AND WHAT CHANNEL IS MORE WATCHED...
...THAN MINE!
THE D.I.T. CHIP TRANSFORMS MY THOUGHTS... MY SHOWMAN'S MIND... INTO REALITY...
...WHILE SUBLIMINAL SIGNALS WORK ON THE BRAINS OF MY UNWITTING AUDIENCE...
...CAUSING THEM TO SECRETE AN ADDICTIVE ENZYME WHICH COMPELS THE FOOLS TO TUNE IN...
...AND THE RATINGS SOAR!
SECURITY BREACH IN SECTOR 1-ALPHA.
BRING IT ON-SCREEN.
SPIDER-MAN... YOU JUST CAN'T LET IT GO.
YOU THINK I'LL LET YOU GAIN ACCESS TO MY TRANSMITTER... TO SHUT ME DOWN?
AWAITING COMMAND FOR IMPLEMENTATION OF SECURITY MEASURES.
COMPUTER...
"...MAKE IT SO."
RAMIREZ'S LITTLE BABY HERE DID THE TRICK, BECAUSE...


...THERE'S THE TRANSMITTER.
A FEW MORE STEPS AND I'M....
...THERE?
OKAY! THE SNOW'S GONE... THE TRANSMITTER'S GONE...
...AND I'M IN THE MIDDLE OF A DESERT FACING THE UGLIEST DRAGON I'VE EVER SEEN!
YOU KNOW THERE'S SOMETHING WRONG WHEN YOU CAN MAKE AN INSTANT COMPARISON OF ALL THE DRAGONS YOU'VE EVER SEEN.
NOW, EXACTLY WHY IS IT I WANTED TO GET BACK IN *THIS* COSTUME SO BADLY?
FOR THINGS LIKE *THIS?*
I DON'T THINK SO.
IT'S ONLY AN ILLUSION.
IT'S NOT GOING TO HURT ME.
ALL I HAVE TO DO IS CLOSE MY EYES AND WALK RIGHT THROUGH...

JGPH!
THAT'S A GOOD ILLUSION!
FRZAAT
SORRY, SPIDER-MAN, BUT YOU ARE TRESPASSING!
AND I BELIEVE I AM WITHIN MY RIGHTS TO PROTECT MY PRIVATELY OWNED PROPERTY THROUGH WHATEVER MEANS NECESSARY!
I'M NOT SURE EXACTLY HOW MUCH VOLTAGE THEY'RE CAPABLE OF DISCHARGING, BUT...
...KEEP COMING AND WE CAN FIND OUT TOGETHER.
WELL... I SUPPOSE I COULD LEAVE...
NAH! I THINK I'LL JUST SHUT YOU DOWN!
I REALLY DON'T BELIEVE YOU'RE GOING TO LIVE THAT LONG!
HOW COULD YOU TRY TO DEPRIVE THE WORLD OF MY WONDERFUL SHOWS?


IF YOU'RE SO CONFIDENT IN YOUR PROGRAMMING...
...WHY NOT LET IT STAND ON ITS OWN?
WHY USE WHATEVER IT IS YOU'RE USING TO ADDICT PROPLE TO THE SHOWS?
BECAUSE I COULD.
BESIDES... LIFE IS TOO SHORT TO BE SUNK BY THE WHIM OF SOME EFFETE CRITICS.
SPEAKING OF THE SHORTNESS OF LIFE...
FRAATT
NICE TRY, BUT I'M STILL PULLING THE PLUG ON YOU!
AS SOON AS I GET MY HANDS ON THE ...
...TRANSMITTER?
YUCK! SNAKES? WHY DOES IT HAVE TO BE SNAKES?
IT'S JUST AN ILLUSION... ALL I'VE GOT TO DO IS STAY FOCUSED ON THE TRACKING DEVICE AND LET IT TAKE ME TO --
YEOW! THAT HURT!
I'LL TELL YOU, MYSTERIO...
OW!
YOU'RE GOOD... OW!
BUT NOT...
... GOOD ENOUGH!


BINGO!
SHHRRAK
NO!
GET AWAY FROM THERE!
NO MORE ILLUSIONS... IT'S OVER!
CAN'T... TAKE... MUCH... MORE... OF... THIS!
OKAY... THIS WEB SHIELD CAN KEEP MOST OF THE BLASTS FROM HITTING ME, BUT I CAN'T REACH THE CHIP UNLESS I DROP IT!
THIS IS IT, SPIDER-MAN!
I'M GOING TO POUR OUT EVERY OUNCE OF JUICE I HAVE INTO ONE FINAL BURST.
AFTER I'M DONE, YOU WON'T BE REMEMBERED ANY MORE THAN LAST YEAR'S SUMMER REPLACEMENT SHOWS.
YOU'RE ABOUT TO BE CANCELED, SPIDER-MAN!
THIS IS GOING TO TAKE TIMING.
GOT TO WAIT UNTIL HE POURS EVERYTHING INTO IT... AND THEN...

...JUMP FOR IT!
HE'S OVERLOADED ALL THE CIRCUITRY... IT'S GOING TO...
FAAKT
KBOOM
THAT'S THE THING ABOUT BEING THE GOOD GUY...
...NOT ONLY DO I HAVE TO SAVE THE CITY FROM THE TERRORS OF MIND CONTROL AND BAD TELEVISION...
...I'VE GOT TO GET MY TAIL KICKED...
...AND THEN I'VE GOT TO SAVE THE VILLAIN FROM BEING HOISTED ON HIS OWN PETARD.
IT MAKES ME WONDER EXACTLY WHAT WAS WRONG WITH BEING ON THE ROAD FOR THOSE FIVE YEARS --
UGPH!
WHAT IS THE MEANING OF THIS?
SECURITY! SOMEBODY CALL SECURITY!
AND HAVE SOMEONE SEE IF THEY CAN FIND...
...Mr. HINES?
YES... CALL THE POLICE. THIS MAN IS A TERRORIST. HE DESTROYED MY TRANSMITTER. HE --
HEY! LOOK!

THE BACKUP TRANSMITTER KICKED IN. WE'RE STILL BROAD-CASTING...
...BUT THE RATINGS?
THEY'RE DROPPING LIKE A STONE.
MYSTERIO VISION
NO... THIS CAN'T BE HAPPENING! THE EXPLOSION MUST HAVE KNOCKED OUT THE SUBLIMINAL BROADCAST CIRCUITRY!
LOOKS LIKE IF PEOPLE AREN'T FORCED TO WATCH YOUR SHOWS, MYSTERIO...
...THEY WON'T.
WHAT IS THIS DRECK?
THIS STUFF SUCKS.
I ACTUALLY WANTED TO BE A PART OF ONE OF THOSE.
HINES, WE'RE PULLING OUR COMPLETE ADVERTISING BUDGET.
WE'RE OUT OF HERE.
NO. NO. NO.
THIS WAS MY DREAM... A MASTERPIECE OF MY IMAGINATION!
IN THE END, MYSTERIO, I THINK IT WAS REALLY SIMPLE...
...YOUR SHOWS WERE JUST NO GOOD.
"AND DESPITE WHAT YOU, OR ANYONE ELSE MIGHT BELIEVE...
"...THE ULTIMATE POWER OF TELEVISON IS IN CHOICE.
"AND THE BEST WAY TO EXERCISE IT IS WITH THE REMOTE CONTROL."
THE END

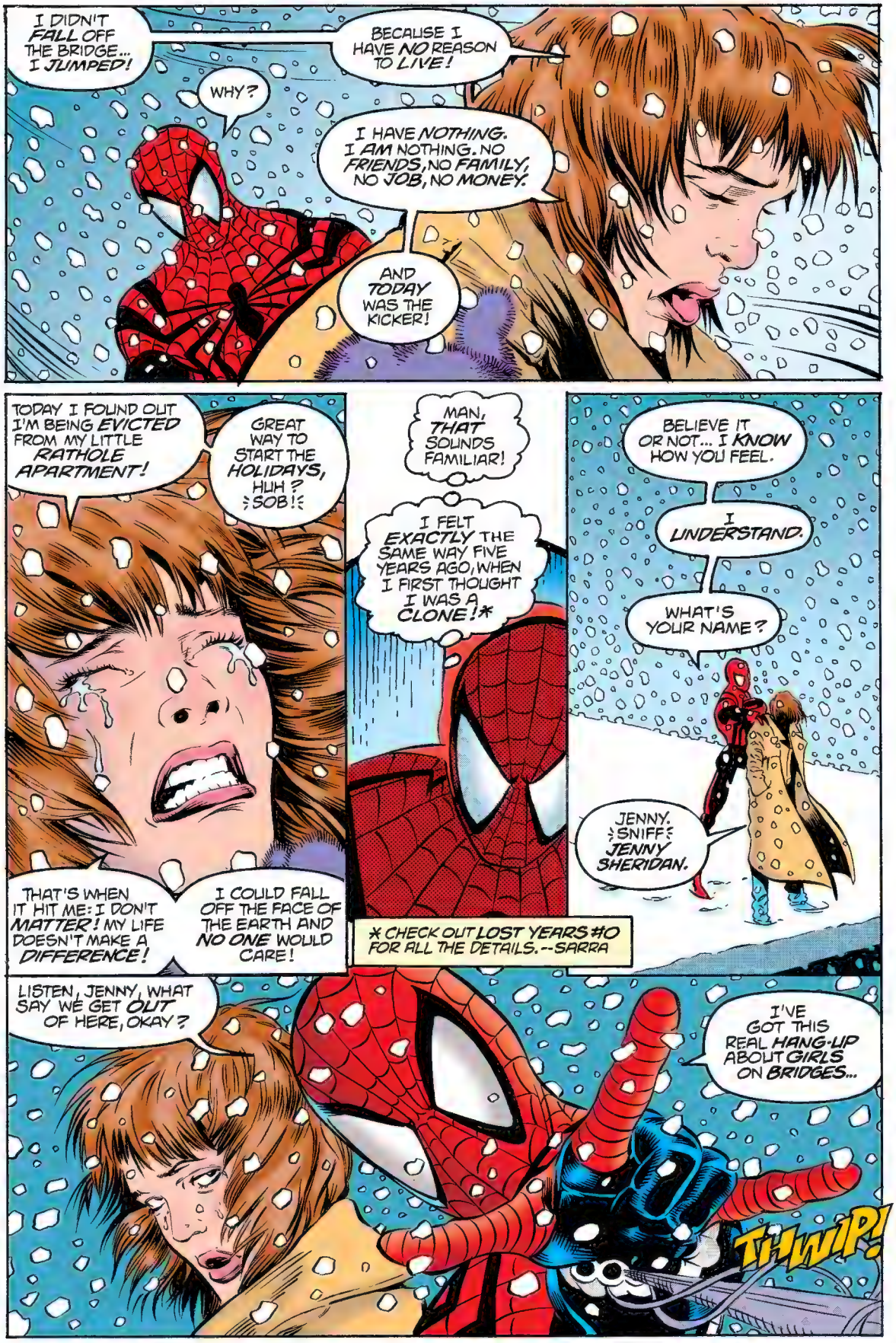
A SPIDER-MAN SPECIAL EVENT
APPROVED BY THE COMICS CODE AUTHORITY
SPIDER-DAD®
holiday special 1995

NOW, NOW, BOYS-- IS THIS ANY WAY TO SPEND CHRISTMAS EVE?
I MEAN, I HOPE I'M NOT INTERRUPTING A FAMILY REUNION HERE--
WAP!
OOF!
--BUT YOU DON'T LOOK LIKE THIS NICE COUPLE'S GRANDSONS!
LINGH!
AAGH!
A MATTER OF FAITH

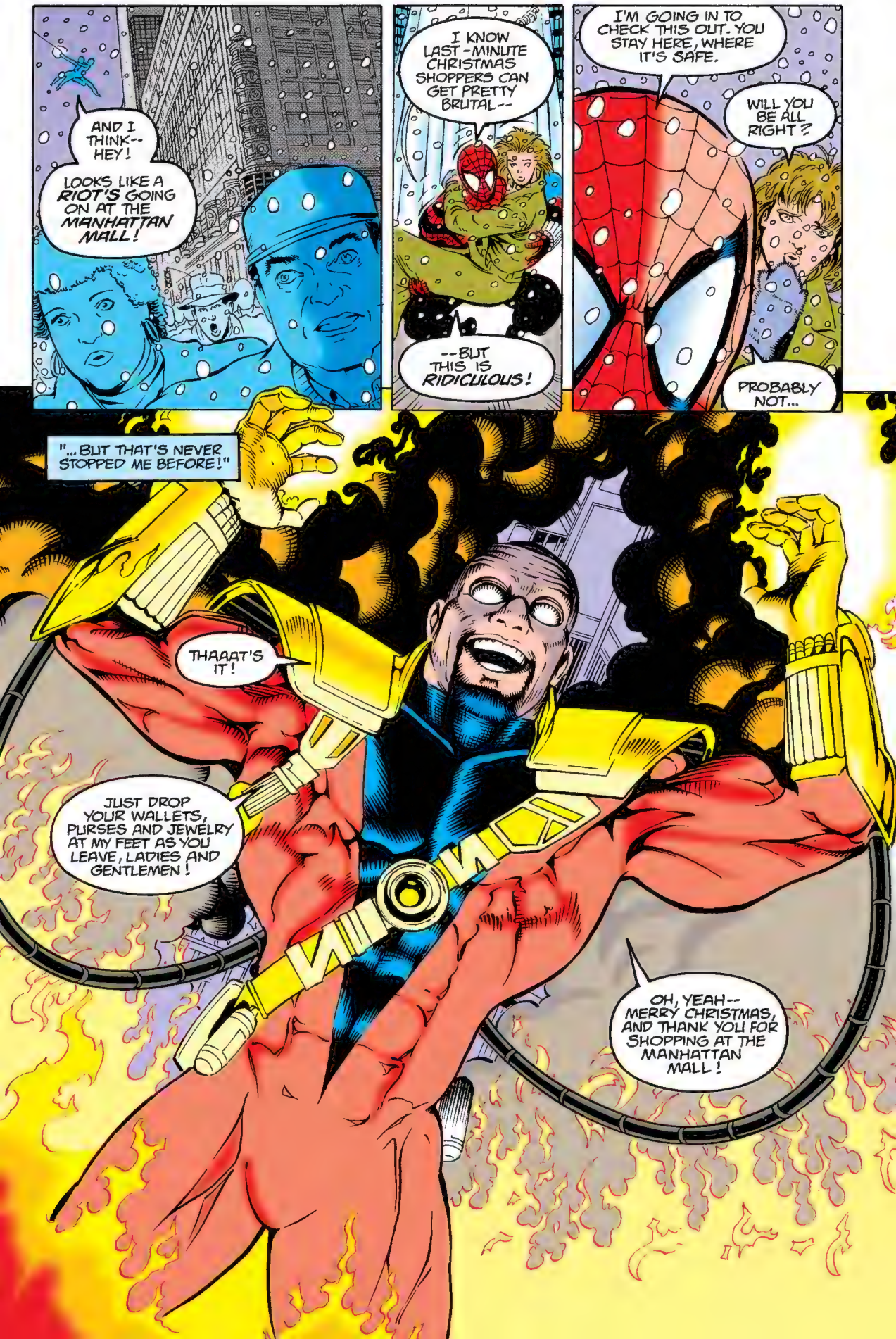
B-BACK OFF, JERK! I-I AIN'T AFRAID OF BEING THE GUY WHO KILLED SPIDER-MAN!
GASP! A GUN!
OH DEAR, WHAT AM I TO DO?
THWIPP!
THWIPPIPPIPP!
I MEAN, IT'S NOT LIKE I EVER FACED DOWN A GUN BEFORE!
HUH--?! M-MY HAND!
AACK!
WAMP!
MY FIST!
...AND HERE YOU GO, FOLKS! YOUR PARCELS ARE A LITTLE DAMP, BUT NO WORSE FOR THE WEAR!
TH-THANK YOU, MR... UH, SPIDER-MAN.
YES! AND HAPPY HOLIDAYS TO YOU AND YOUR LOVED ONES!
"LOVED ONES." THAT'S AN INTERESTING CONCEPT...
SEAPORT
AFTER FIVE YEARS AWAY FROM NEW YORK, I HAVE NO LOVED ONES HERE ANYMORE!

AUNT MAY'S GONE, AND WITH ME HAVING A NEW CIVILIAN IDENTITY, I CAN'T EVEN TOUCH BASE WITH THE FEW FRIENDS I HAD WHEN I WAS PETER PARKER!
SO, YOUR LONELY NEIGHBORHOOD SPIDER-MAN IS LEFT WITH NOTHING TO DO BUT WEB-SLING AROUND TOWN --ALONE-- ON WHAT SHOULD BE ONE OF THE MOST JOYOUS NIGHTS OF THE YEAR!
BUT I'M NOT BITTER...
HEY, IS THERE SOMEONE UP ON THE BRIDGE..?
"THERE IS SOMEONE UP THERE! A WOMAN! BUT WHAT'S SHE--?"
OH MY GOD--
--SHE'S FALLING!
NO TIME TO WALLOW IN SELF PITY!
GOTTA DO THAT SUPER HERO THANG!

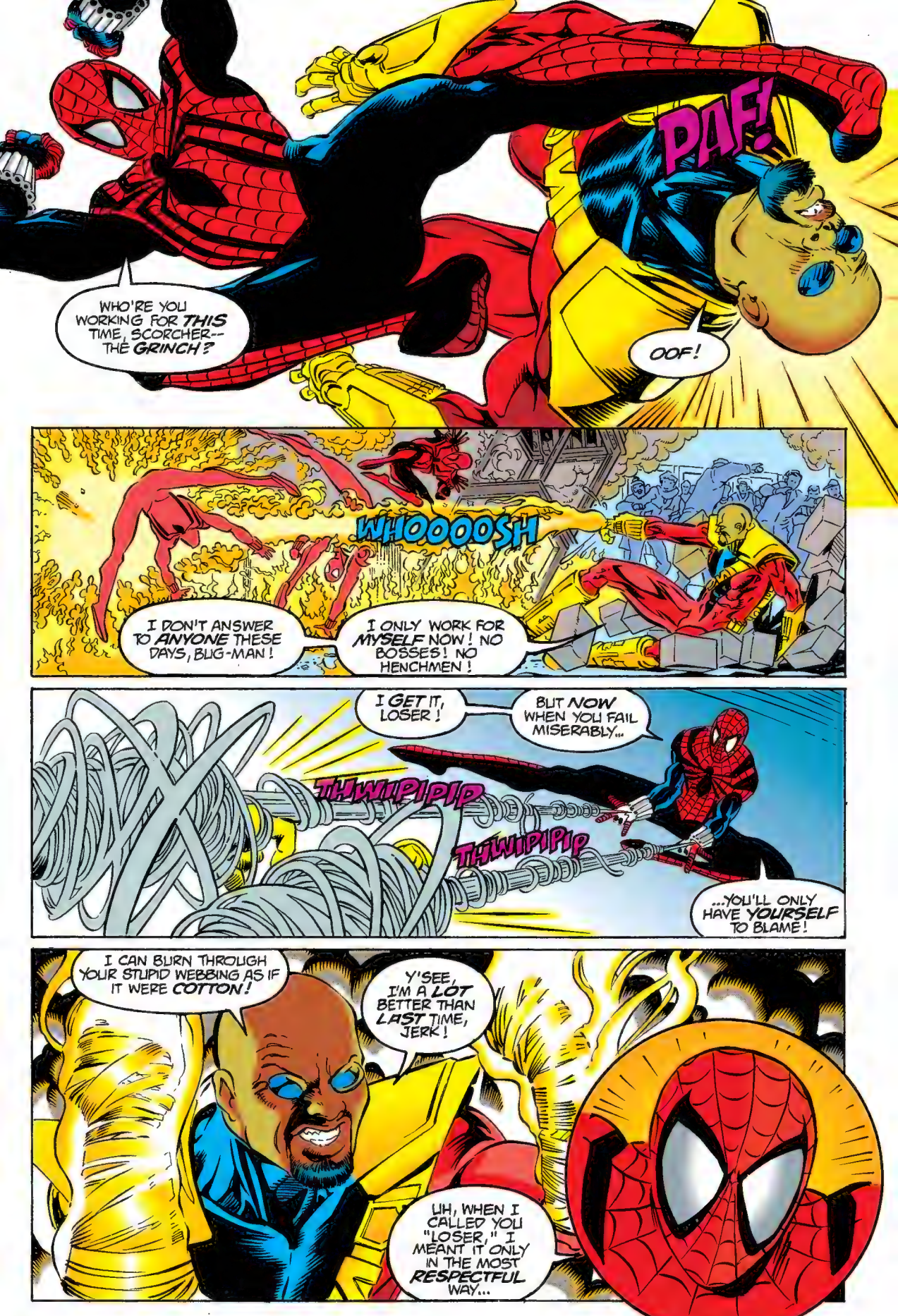
LORD, SHE'S FALLING SO FAST!
THIS IS GONNA BE SO CLOSE...
DID IT!
UHN!?
I'VE GOT YOU, MISS!
AND AFTER SOME FANCY ARACHNID ACROBATICS...
...WE'LL BE BACK ON SOLID GROUND IN NO TIME!
ARE YOU OKAY? IT'S A GOOD THING I HAPPENED TO BE NEARBY!
I SHOULD GET YOU TO A HOSPITAL...
YOU JERK!! I DIDN'T WANT TO BE SAVED!
I BEG YOUR PARDON...?

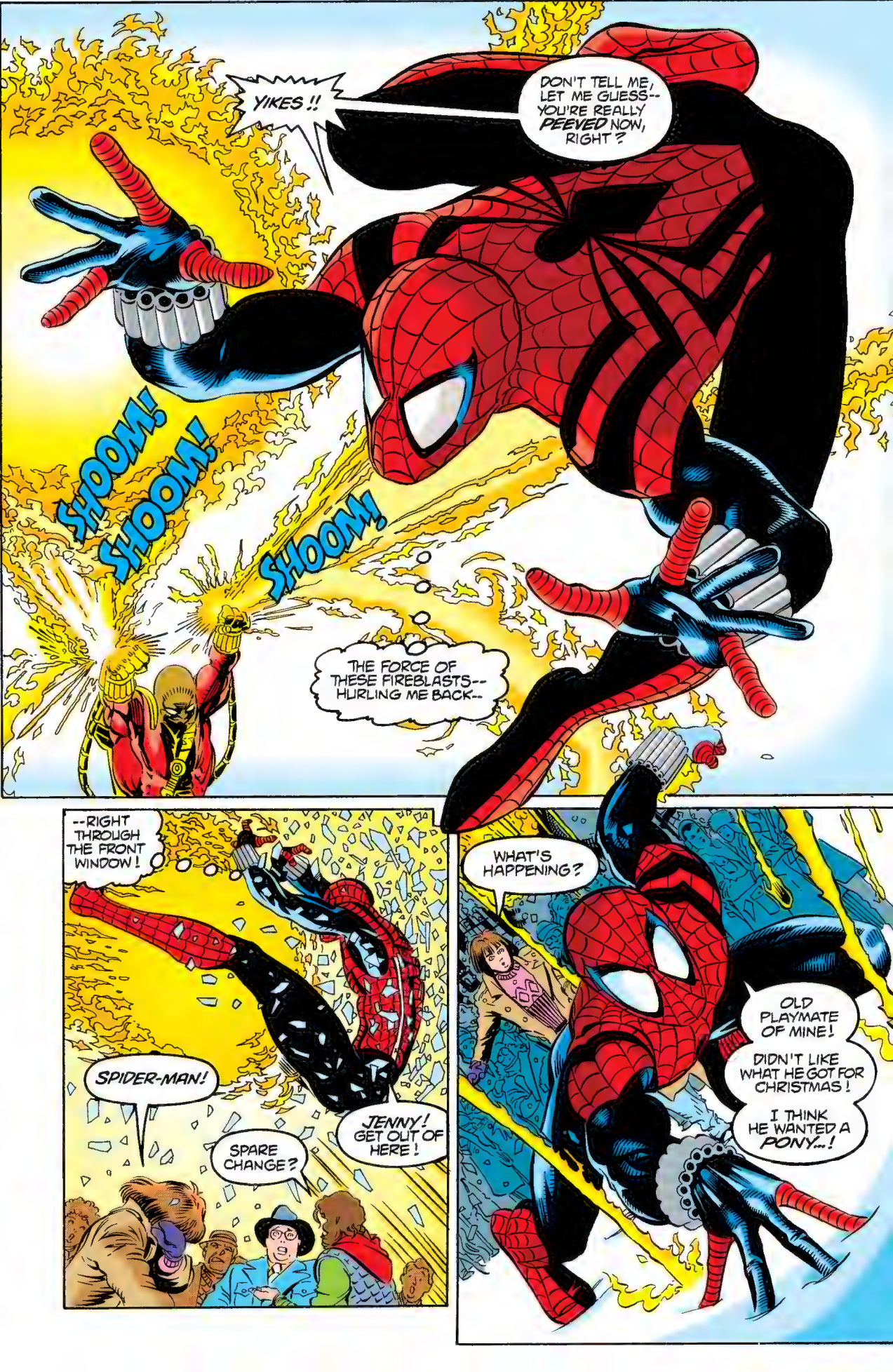

I DIDN'T FALL OFF THE BRIDGE... I JUMPED!
WHY?
BECAUSE I HAVE NO REASON TO LIVE!
I HAVE NOTHING. I AM NOTHING. NO FRIENDS, NO FAMILY, NO JOB, NO MONEY.
AND TODAY WAS THE KICKER!
TODAY I FOUND OUT I'M BEING EVICTED FROM MY LITTLE RATHOLE APARTMENT!
GREAT WAY TO START THE HOLIDAYS, HUH? :SOB!:
THAT'S WHEN IT HIT ME: I DON'T MATTER! MY LIFE DOESN'T MAKE A DIFFERENCE!
I COULD FALL OFF THE FACE OF THE EARTH AND NO ONE WOULD CARE!
MAN, THAT SOUNDS FAMILIAR!
I FELT EXACTLY THE SAME WAY FIVE YEARS AGO, WHEN I FIRST THOUGHT I WAS A CLONE!*
* CHECK OUT LOST YEARS #0 FOR ALL THE DETAILS. --SARRA
BELIEVE IT OR NOT... I KNOW HOW YOU FEEL.
I UNDERSTAND.
WHAT'S YOUR NAME?
JENNY. :SNIFF: JENNY SHERIDAN.
LISTEN, JENNY, WHAT SAY WE GET OUT OF HERE, OKAY?
I'VE GOT THIS REAL HANG-UP ABOUT GIRLS ON BRIDGES...
THWIP!

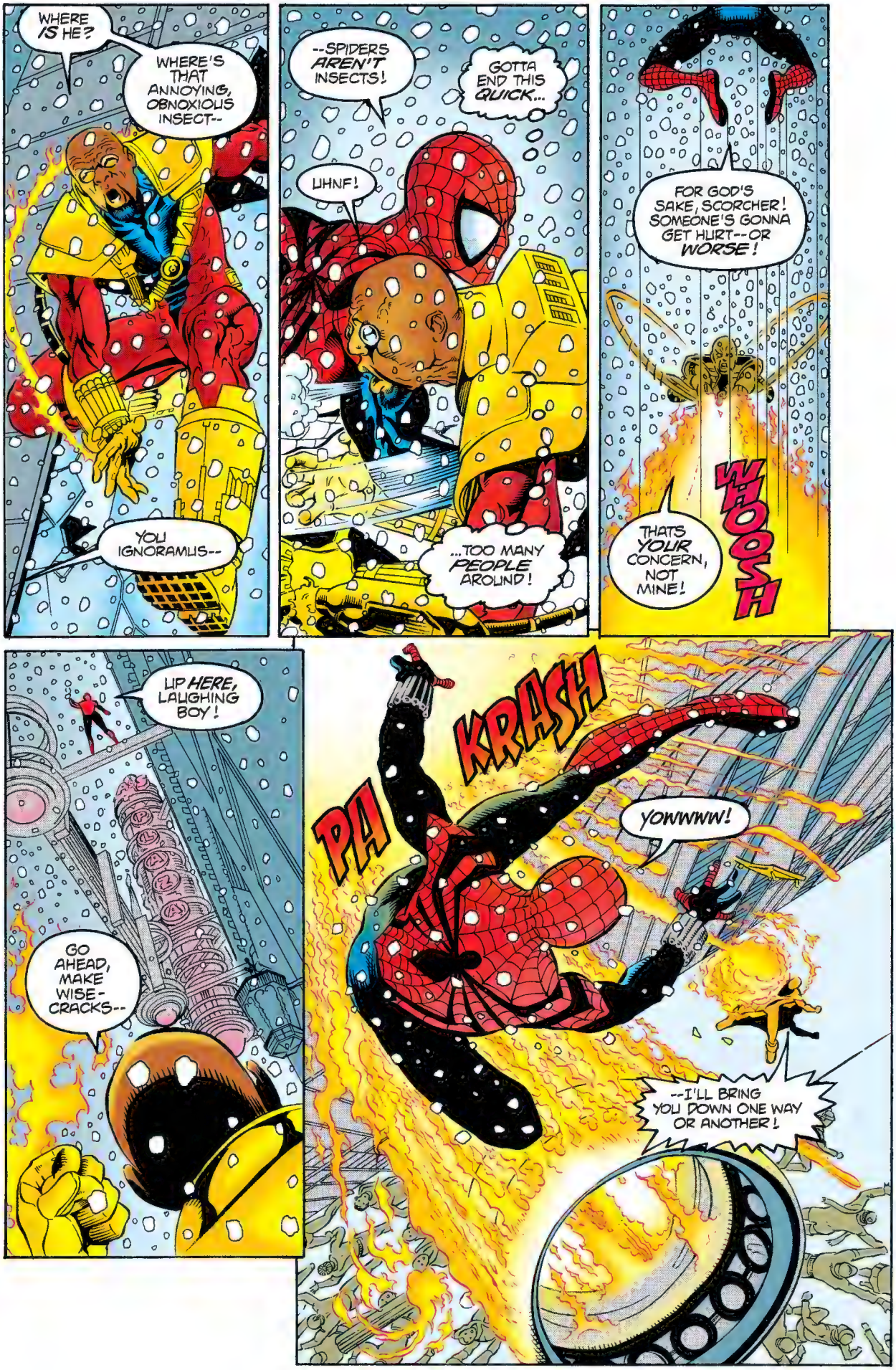
...SO I CAME TO NEW YORK TO BECOME A WRITER--AS IF THIS TOWN REALLY NEEDS YET ANOTHER ASPIRING WRITER!
COULDN'T FIND ANY WORK, HUH?
NOTHING. I WATCHED MY LIFE SAVINGS DWINDLE DOWN INTO THE NEGATIVE FIGURES.
LOSING MY APARTMENT WAS THE LAST STRAW. I COULDN'T BEAR THE THOUGHT OF LIVING ON THE STREETS, ANONYMOUS, HAVING NO PLACE TO GO...
...IGNORED AND AVOIDED BY EVERYONE, NO ONE CARING WHETHER I LIVED OR DIED...
THAT'S WHERE YOU'RE WRONG, JENNY. NO MATTER WHAT YOU THINK THERE ARE PEOPLE WHO CARE.
I CARE.


AND I THINK-- HEY!
LOOKS LIKE A RIOT'S GOING ON AT THE MANHATTAN MALL!
I KNOW LAST-MINUTE CHRISTMAS SHOPPERS CAN GET PRETTY BRUTAL--
--BUT THIS IS RIDICULOUS!
I'M GOING IN TO CHECK THIS OUT. YOU STAY HERE, WHERE IT'S SAFE.
WILL YOU BE ALL RIGHT?
PROBABLY NOT...
"...BUT THAT'S NEVER STOPPED ME BEFORE!"
THAAAT'S IT!
JUST DROP YOUR WALLETS, PURSES AND JEWELRY AT MY FEET AS YOU LEAVE, LADIES AND GENTLEMEN!
OH, YEAH-- MERRY CHRISTMAS, AND THANK YOU FOR SHOPPING AT THE MANHATTAN MALL!

OUTTA MY WAY!
EXCUSE ME FOLKS, COMIN' THROUGH!
HELP!
ONE SIDE PLEASE, PARDON ME!
GET OFFA MY FOOT!
BOY, BEING POLITE GETS YOU NOWHERE IN THIS TOWN!
MOMMYYY!
HUH!?
HEY, I RECOGNIZE THAT GUY, EVEN WITH HIS NEW OUTFIT!
IT'S THE SCORCHER! ONE OF THE FIRST SUPER-VILLAINS I EVER FOUGHT!*
BOY, DO I FEEL OLD NOW...
MAN, I LOVE THIS HOLIDAY!
ALL THESE SHOPPERS, JUST BEGGING TO BE RELIEVED OF THEIR MONEY!
*SEE UNTOLD TALES OF SPIDER-MAN #7. --SARRA
I LEFT MY WALLET IN MY OTHER SUIT, SCORCHIE--
--HOWZABOUT I JUST GIVE YOU A HUG INSTEAD?
HUH--?
SPIDER-MAN!?

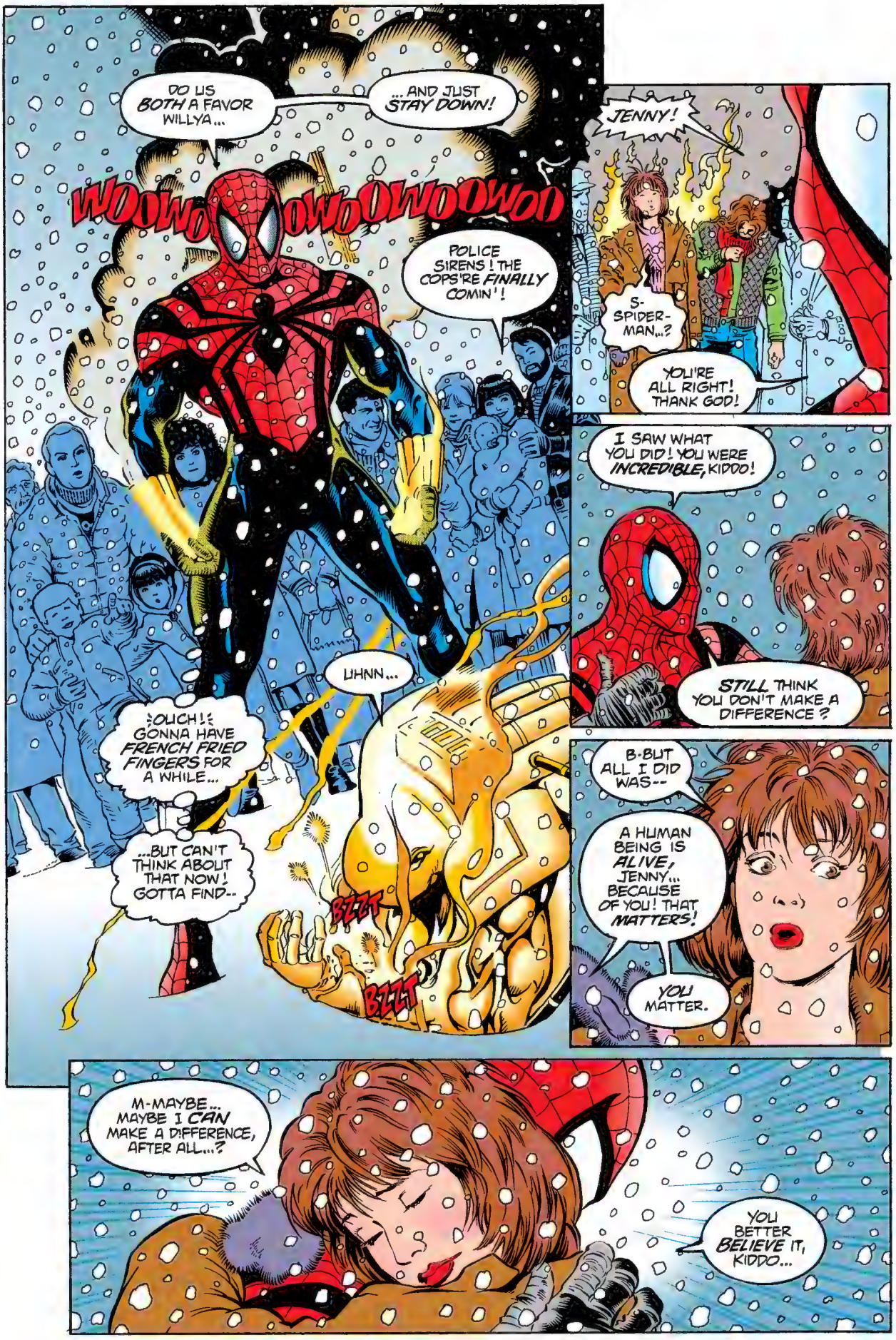

WHO'RE YOU WORKING FOR THIS TIME, SCORCHER-- THE GRINCH?
PAF!
OOF!
WHOOOOSH
I DON'T ANSWER TO ANYONE THESE DAYS, BUG-MAN!
I ONLY WORK FOR MYSELF NOW! NO BOSSES! NO HENCHMEN!
I GET IT, LOSER!
BUT NOW WHEN YOU FAIL MISERABLY...
THWIPIPIP
THWIPIPIP
...YOU'LL ONLY HAVE YOURSELF TO BLAME!
I CAN BURN THROUGH YOUR STUPID WEBBING AS IF IT WERE COTTON!
Y'SEE, I'M A LOT BETTER THAN LAST TIME, JERK!
UH, WHEN I CALLED YOU "LOSER," I MEANT IT ONLY IN THE MOST RESPECTFUL WAY...

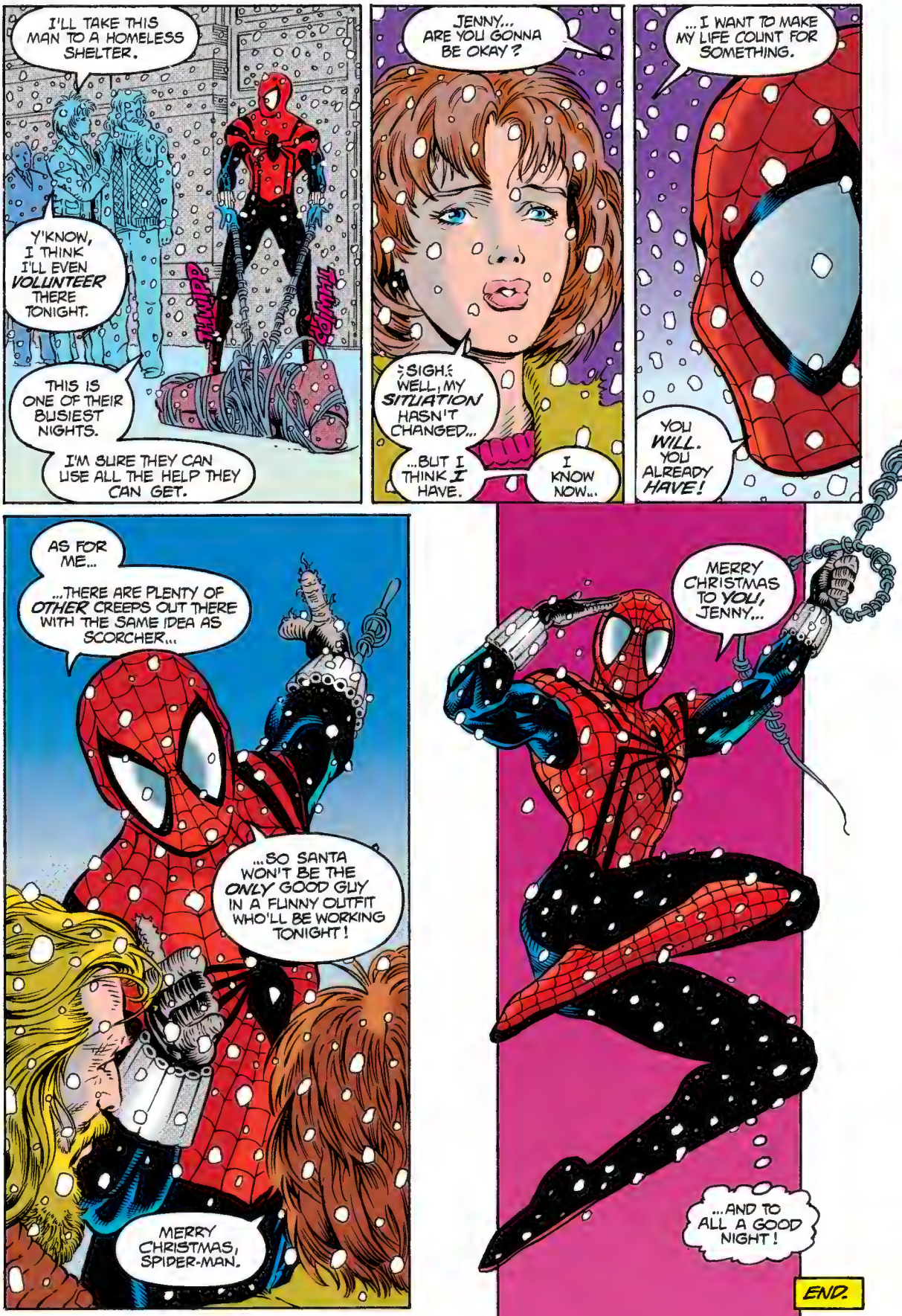

YIKES !!
DON'T TELL ME, LET ME GUESS-- YOU'RE REALLY PEEVED NOW, RIGHT?
SHOOM!
SHOOM!
SHOOM!
THE FORCE OF THESE FIREBLASTS-- HURLING ME BACK--
--RIGHT THROUGH THE FRONT WINDOW!
SPIDER-MAN!
JENNY! GET OUT OF HERE!
SPARE CHANGE?
WHAT'S HAPPENING?
OLD PLAYMATE OF MINE!
DIDN'T LIKE WHAT HE GOT FOR CHRISTMAS!
I THINK HE WANTED A PONY...!

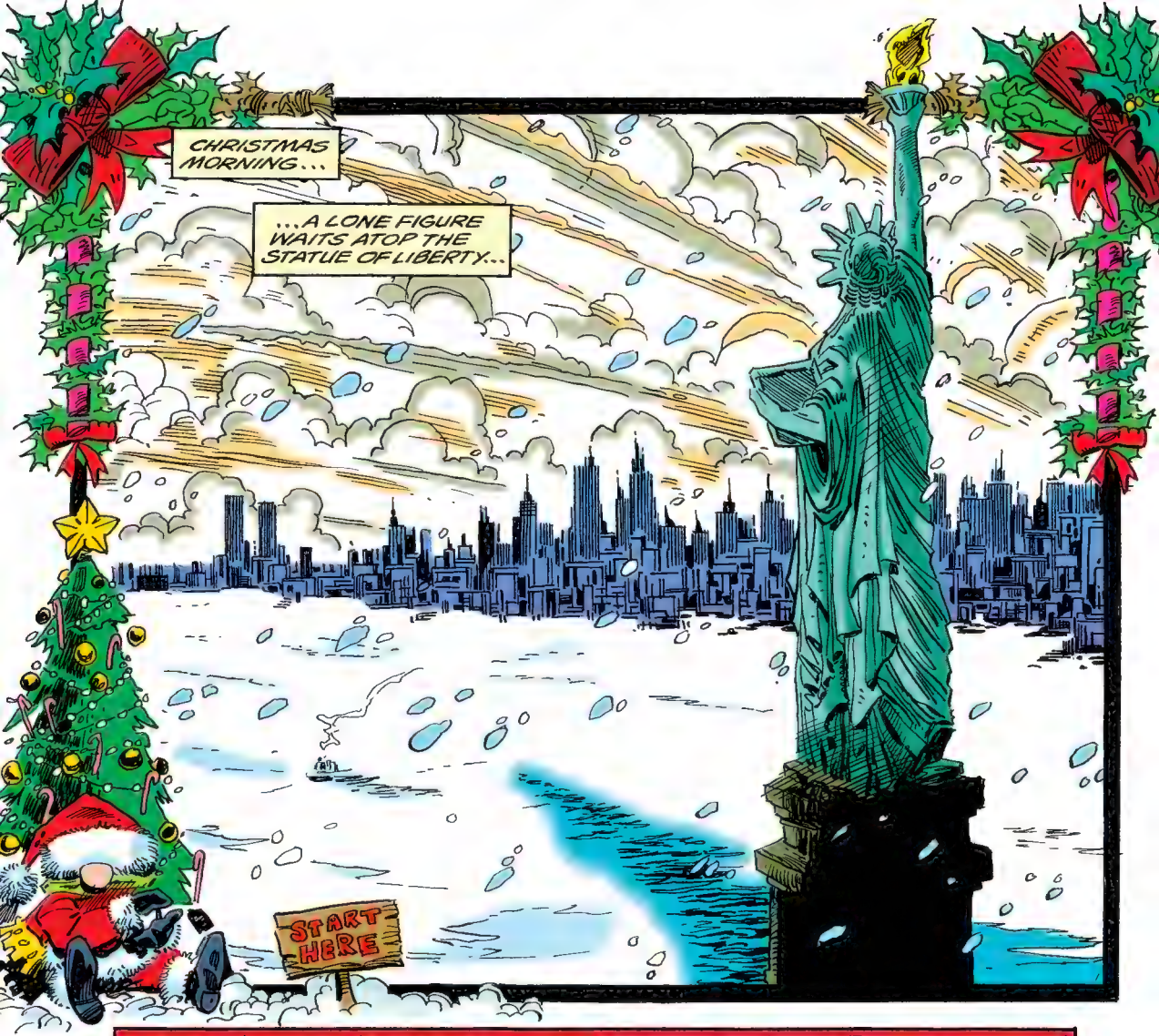

WHERE IS HE?
WHERE'S THAT ANNOYING, OBNOXIOUS INSECT--
YOU IGNORAMUS--
--SPIDERS AREN'T INSECTS!
GOTTA END THIS QUICK...
UHNF!
...TOO MANY PEOPLE AROUND!
FOR GOD'S SAKE, SCORCHER! SOMEONE'S GONNA GET HURT--OR WORSE!
WHOOSH
THATS YOUR CONCERN, NOT MINE!
UP HERE, LAUGHING BOY!
GO AHEAD, MAKE WISE-CRACKS--
PA
KRASH
YOWWWW!
--I'LL BRING YOU DOWN ONE WAY OR ANOTHER!

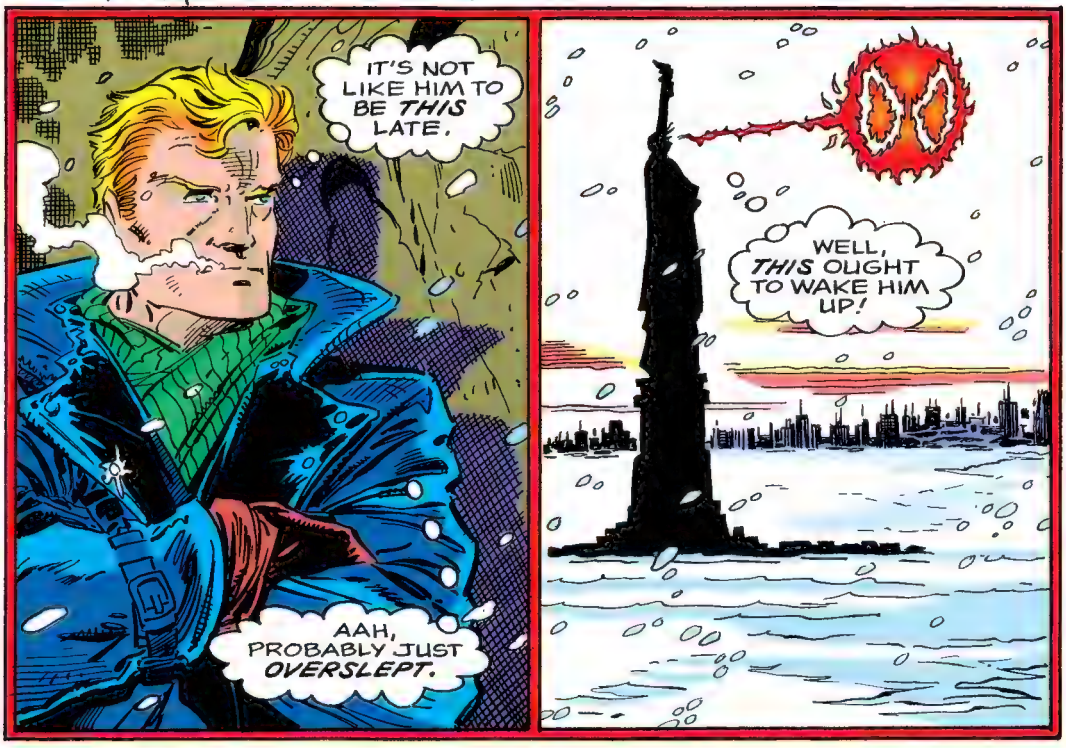
THAT LUNATIC!
THUMP
WHEN I GET MY HANDS ON HIM, I'LL--
OH NO!
...SPARE CHANGE...
MISTER! LOOK OUT! YOU'RE GONNA BE CRUSHED! MISTER!
OH, GOD, HE CAN'T HEAR ME!
WHUFF?!
UHNN!
JENNY!
NO!
KA-PRUSSH!

SCORCHER!! THIS ENDS NOW!
IDIOT! WEBBING UP YOUR HANDS CAN'T PROTECT YOU FROM MY FLAME-THROWING GAUNTLETS!
RIGHT NOW--
BZZZT
BZZZT
CRACK!
SSSSSSSSSSSS
HUH?
--I DON'T CARE!
POOSH
POOSH
SSSSSSS
YEEARRRGH!


DO US BOTH A FAVOR WILLYA...
...AND JUST STAY DOWN!
WOOWOOWOOWOOWOO
POLICE SIRENS! THE COPS'RE FINALLY COMIN'!
UHNN...
:OUCH!: GONNA HAVE FRENCH FRIED FINGERS FOR A WHILE...
...BUT CAN'T THINK ABOUT THAT NOW! GOTTA FIND--
BZZT
BZZT
JENNY!
S-SPIDER-MAN...?
YOU'RE ALL RIGHT! THANK GOD!
I SAW WHAT YOU DID! YOU WERE INCREDIBLE, KIDDO!
STILL THINK YOU DON'T MAKE A DIFFERENCE?
B-BUT ALL I DID WAS--
A HUMAN BEING IS ALIVE, JENNY... BECAUSE OF YOU! THAT MATTERS!
YOU MATTER.
M-MAYBE... MAYBE I CAN MAKE A DIFFERENCE, AFTER ALL...?
YOU BETTER BELIEVE IT, KIDDO...

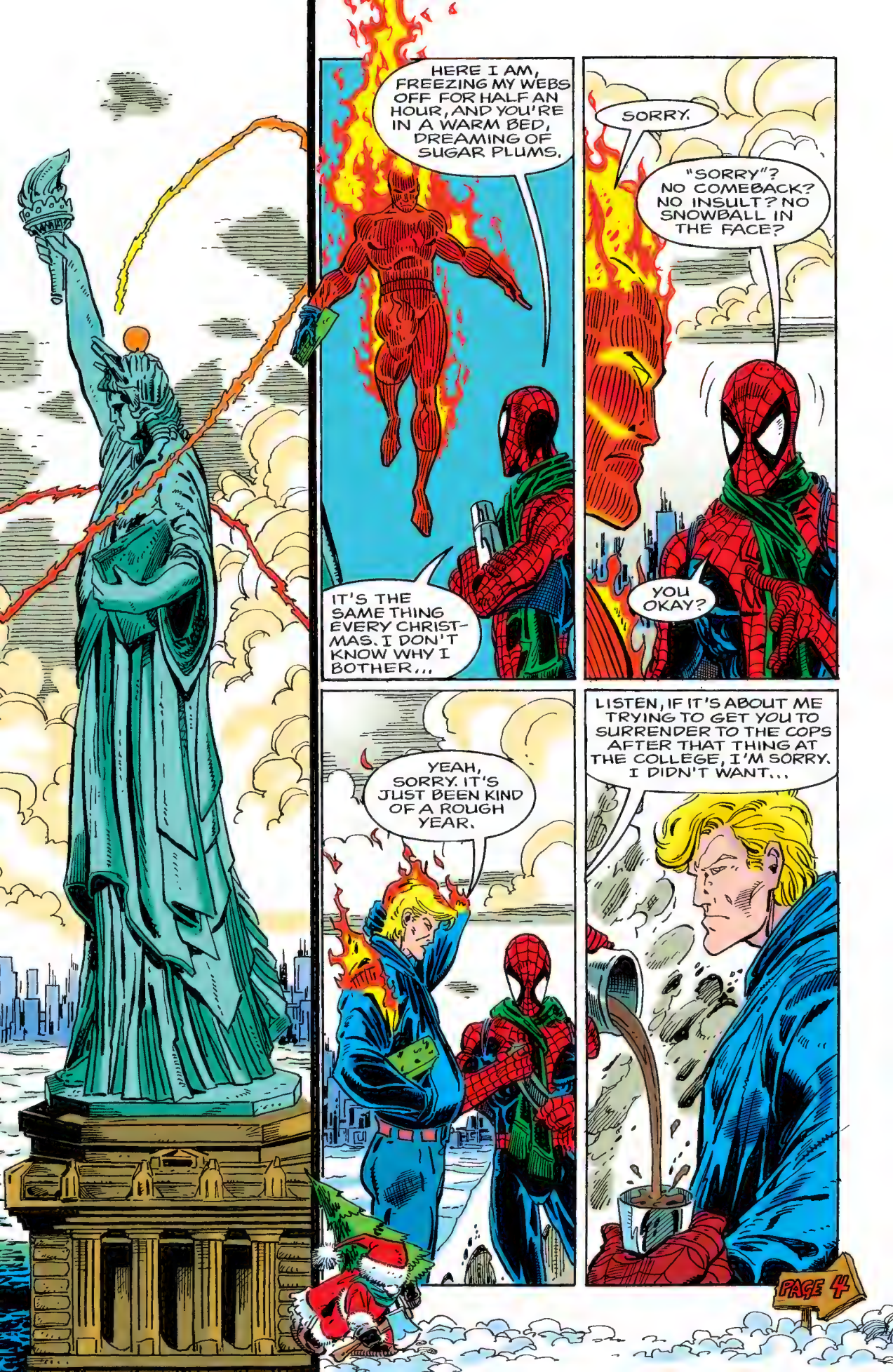

I'LL TAKE THIS MAN TO A HOMELESS SHELTER.
Y'KNOW, I THINK I'LL EVEN VOLUNTEER THERE TONIGHT.
THUMP
THUMP
THIS IS ONE OF THEIR BUSIEST NIGHTS.
I'M SURE THEY CAN USE ALL THE HELP THEY CAN GET.
JENNY... ARE YOU GONNA BE OKAY?
;SIGH; WELL, MY SITUATION HASN'T CHANGED...
...BUT I THINK I HAVE.
I KNOW NOW...
... I WANT TO MAKE MY LIFE COUNT FOR SOMETHING.
YOU WILL. YOU ALREADY HAVE!
AS FOR ME...
...THERE ARE PLENTY OF OTHER CREEPS OUT THERE WITH THE SAME IDEA AS SCORCHER...
...SO SANTA WON'T BE THE ONLY GOOD GUY IN A FUNNY OUTFIT WHO'LL BE WORKING TONIGHT!
MERRY CHRISTMAS, SPIDER-MAN.
MERRY CHRISTMAS TO YOU, JENNY...
...AND TO ALL A GOOD NIGHT!
END.


CHRISTMAS MORNING...
...A LONE FIGURE WAITS ATOP THE STATUE OF LIBERTY...
START HERE


IT'S NOT LIKE HIM TO BE THIS LATE.
AAH, PROBABLY JUST OVERSLEPT.
WELL, THIS OUGHT TO WAKE HIM UP!

SURE IS A LOT DIFFERENT THAN LAST CHRISTMAS...
SIIILENT NIGHT, HOOOLY NIGHT...
ZZZZZZ
FZZZ...
CLICK!
WHOOSH

Merry Christmas, Mister Storm
4
WELL, IT'S ABOUT TIME.


HERE I AM, FREEZING MY WEBS OFF FOR HALF AN HOUR, AND YOU'RE IN A WARM BED, DREAMING OF SUGAR PLUMS.
IT'S THE SAME THING EVERY CHRIST-MAS. I DON'T KNOW WHY I BOTHER...
SORRY.
"SORRY"? NO COMEBACK? NO INSULT? NO SNOWBALL IN THE FACE?
YOU OKAY?
YEAH, SORRY. IT'S JUST BEEN KIND OF A ROUGH YEAR.
LISTEN, IF IT'S ABOUT ME TRYING TO GET YOU TO SURRENDER TO THE COPS AFTER THAT THING AT THE COLLEGE, I'M SORRY. I DIDN'T WANT...
PAGE 4

NAH, DON'T WORRY ABOUT IT. YOU WERE RIGHT, AND BESIDES, THEY DROPPED THE CHARGES. EVERYTHING WORKED OUT FINE.

SO WHAT'S THE PROBLEM?

BESIDES THE COCOA BEING COLD?

WELL, LET'S SEE:..

I GOT ARRESTED, MY WIFE TURNED OUT TO BE A SKRULL, SHE DIED, SHE CAME BACK AND TRIED TO KILL ME...

...SHE WAS PREGNANT, SHE WASN'T PREGNANT, I NEARLY BURNED A MAJOR UNIVERSITY TO THE GROUND...

...MY BROTHER-IN-LAW DIED, MY SISTER'S TURNING INTO A PSYCHO...

...OH YEAH, AND THE WOMAN I *THOUGHT* I MARRIED IS IN LOVE WITH MY BEST FRIEND.

JEEZ...

CAN YOU IMAGINE WHAT THAT'S LIKE? I DON'T KNOW IF I CAN EXPLAIN...

WELL, ARE *YOU* MARRIED?

WHAT DO YOU MEAN? OF *COURSE* I'M MARRIED! *YOU* KNOW TH--

RIGHT. YOU DON'T KNOW.

YEAH, I'M MARRIED.

OKAY, THEN MAYBE YOU CAN UNDERSTAND.

I JUST DON'T GET IT. WHEN DID EVERYTHING GET SO *COMPLICATED?*

I MEAN, IN THE OLD DAYS, IT WAS SIMPLE.

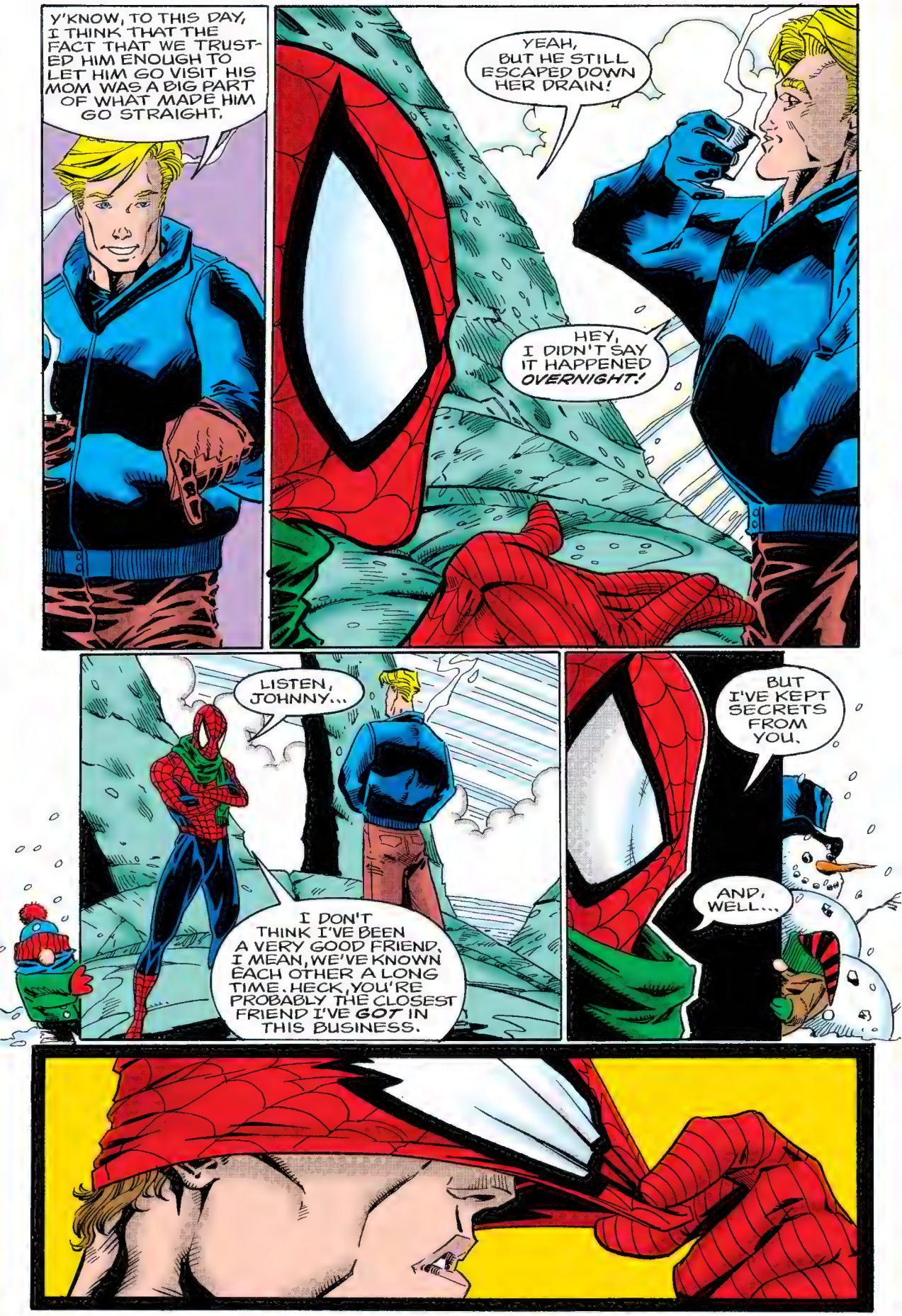
*"LIKE YOU AND ME--WE'D GET TOGETHER, WE'D KNOCK EACH OTHER AROUND A LITTLE, WE'D REALIZE WE'D BEEN TRICKED...*

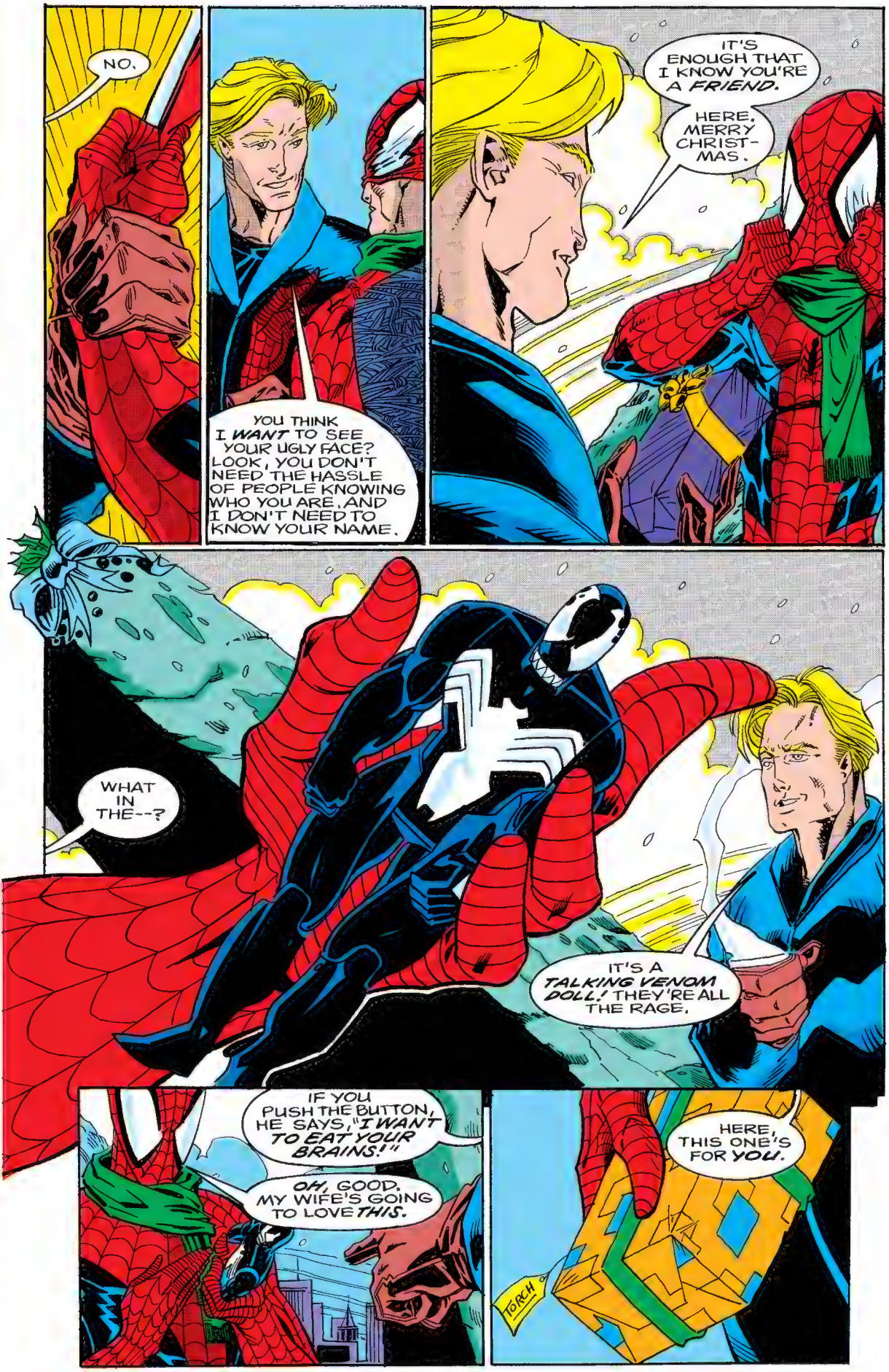
*..."AND THEN WE'D GO AFTER THE FOX OR THE LIZARD OR WHOEVER.*

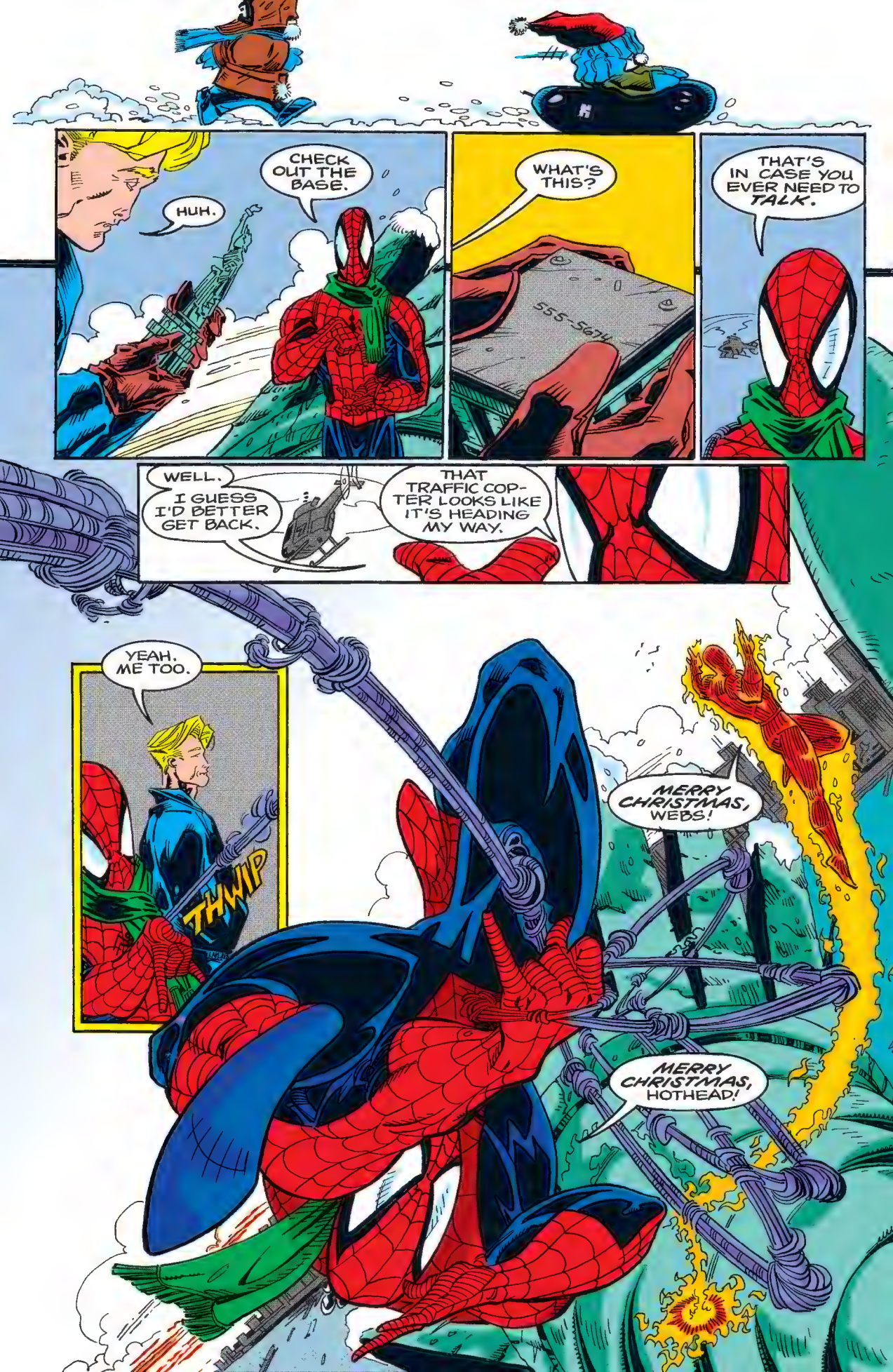
*"SIMPLE.*

*"AND **SOMETIMES**, I THINK WE EVEN DID A LITTLE GOOD. LIKE THAT CHRISTMAS WE SPENT FIGHTING **THE SANDMAN.**" *

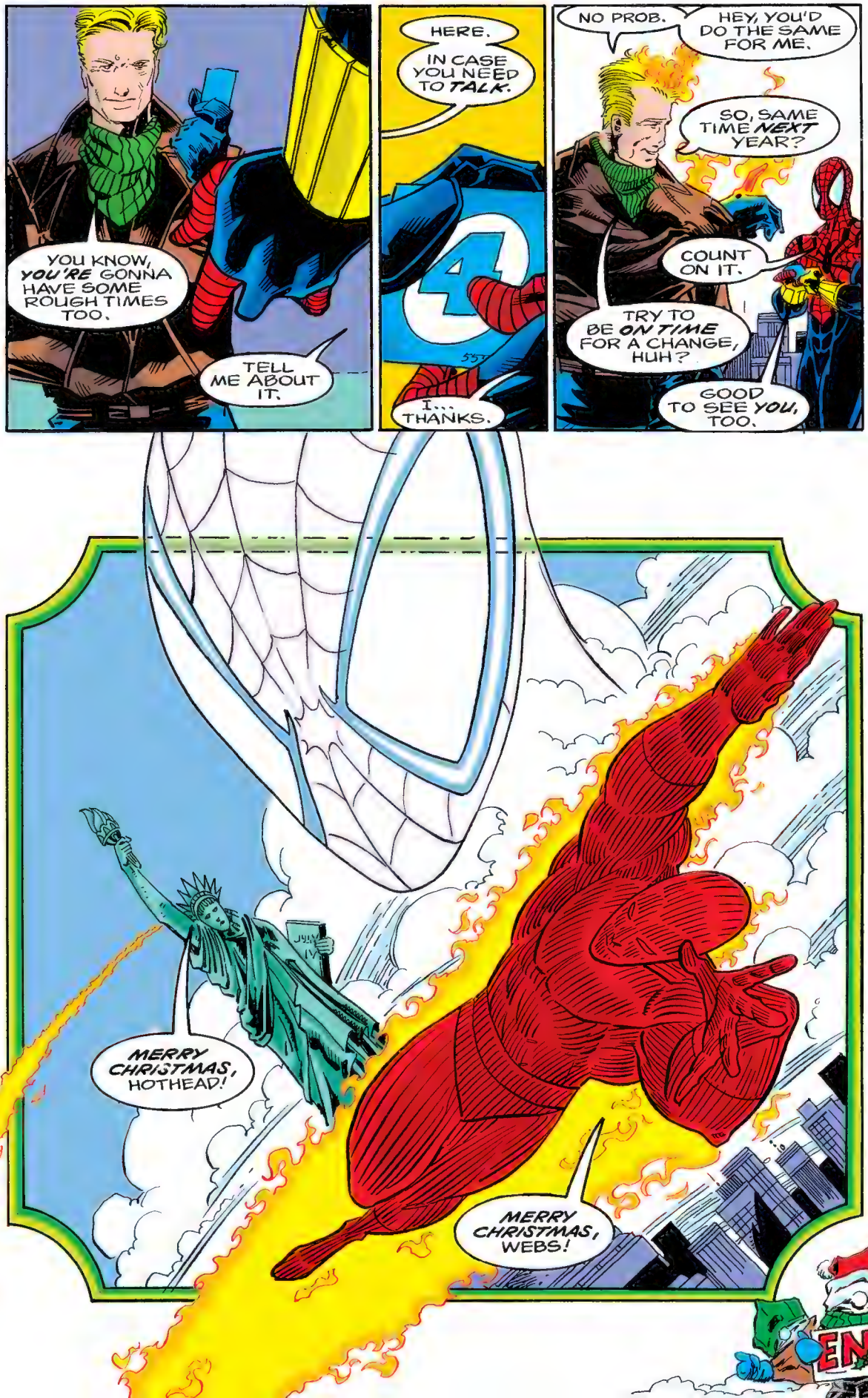
*MARVEL TEAM-UP #1. -- SARRA


Y'KNOW, TO THIS DAY, I THINK THAT THE FACT THAT WE TRUSTED HIM ENOUGH TO LET HIM GO VISIT HIS MOM WAS A BIG PART OF WHAT MADE HIM GO STRAIGHT.
YEAH, BUT HE STILL ESCAPED DOWN HER DRAIN!
HEY, I DIDN'T SAY IT HAPPENED *OVERNIGHT!*
LISTEN, JOHNNY...
I DON'T THINK I'VE BEEN A VERY GOOD FRIEND. I MEAN, WE'VE KNOWN EACH OTHER A LONG TIME. HECK, YOU'RE PROBABLY THE CLOSEST FRIEND I'VE *GOT* IN THIS BUSINESS.
BUT I'VE KEPT SECRETS FROM YOU.
AND, WELL...


NO.
YOU THINK I WANT TO SEE YOUR UGLY FACE? LOOK, YOU DON'T NEED THE HASSLE OF PEOPLE KNOWING WHO YOU ARE, AND I DON'T NEED TO KNOW YOUR NAME.
IT'S ENOUGH THAT I KNOW YOU'RE A FRIEND.
HERE. MERRY CHRIST-MAS.
WHAT IN THE--?
IT'S A TALKING VENOM DOLL! THEY'RE ALL THE RAGE.
IF YOU PUSH THE BUTTON, HE SAYS, "I WANT TO EAT YOUR BRAINS!"
OH, GOOD. MY WIFE'S GOING TO LOVE THIS.
HERE, THIS ONE'S FOR YOU.
TORCH


CHECK OUT THE BASE.
HUH.
WHAT'S THIS?
555-5674
THAT'S IN CASE YOU EVER NEED TO TALK.
WELL. I GUESS I'D BETTER GET BACK.
THAT TRAFFIC COPTER LOOKS LIKE IT'S HEADING MY WAY.
YEAH. ME TOO.
THWIP
MERRY CHRISTMAS, WEBS!
MERRY CHRISTMAS, HOTHEAD!

HUH. AND THIS YEAR HE KEEPS ME WAITING!
IT IS YOU!
FINALLY!
WHAT, YOU HAD TO BE TWO HOURS LATE SO YOU COULD CHANGE YOUR COSTUME?!
YOU SOUND LIKE YOU WERE EXPECTING ME.
EXPECTING YOU?
"CHRISTMAS MORNING"? DOES THAT RING A BELL?
OH, I GET IT.
LISTEN, I THINK YOU'VE GOT ME CONFUSED WITH SOMEONE ELSE...
SOON...
A CLONE?!
I KNOW IT'S HARD TO BELIEVE...
NAH. REMEMBER WHO YOU'RE TALKING TO.
IT'S KIND OF A SURPRISE, THOUGH...
IS HE STILL AT THE SAME PHONE NUMBER?
NO, HE LEFT TOWN WITH HIS WIFE. I DON'T THINK THEY'RE SETTLED YET.
I HOPE HE'S OKAY.
ME TOO.


YOU KNOW, YOU'RE GONNA HAVE SOME ROUGH TIMES TOO.
TELL ME ABOUT IT.
HERE. IN CASE YOU NEED TO TALK.
I... THANKS.
NO PROB.
HEY, YOU'D DO THE SAME FOR ME.
SO, SAME TIME NEXT YEAR?
COUNT ON IT.
TRY TO BE ON TIME FOR A CHANGE, HUH?
GOOD TO SEE YOU, TOO.
MERRY CHRISTMAS, HOTHEAD!
MERRY CHRISTMAS, WEBS!
END

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